

SEARS HOLDINGS CORP

Form 4

January 28, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERKOWITZ BRUCE R

(Last) (First) (Middle)

C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SEARS HOLDINGS CORP [SHLD]

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares, \$.01 par value | 01/26/2015 | | P ⁽¹⁾ | | 3,100 | A | \$ 34.43 | 25,437,373 | I | See Footnote ⁽²⁾ |
| Common Shares, \$.01 par value | 01/27/2015 | | P ⁽¹⁾ | | 4,400 | A | \$ 34.99 | 25,441,773 | I | See Footnote ⁽²⁾ |
| Common Shares, | 01/27/2015 | | S ⁽³⁾ | | 10,900 | D | \$ 34.96 | 25,430,873 | I | See Footnote |

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| | | | | | | | | | |
|--------------------------------|------------|--|------|--------|---|---------|------------|---|------------------|
| \$.01 par value | | | | | | | | | (2) |
| Common Shares, \$.01 par value | 01/28/2015 | | P(4) | 10,000 | A | \$ 32.7 | 25,440,873 | I | See Footnote (2) |
| Common Shares, \$.01 par value | | | | | | | 913,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 28.41 | 01/27/2015 | | S(3) | 2,235 | 11/18/2014 12/15/2019 | Common Stock, par value \$0.01 | 2,235 |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 28.41 | | | | | 11/18/2014 12/15/2019 | Common Stock, par value \$0.01 | 0 |

