

DAY JULIAN C  
Form 4  
April 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
DAY JULIAN C

2. Issuer Name and Ticker or Trading Symbol  
Sears Holdings CORP [SHLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3333 BEVERLY ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/06/2005

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

HOFFMAN ESTATES, IL 60179  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Shares                   | 04/06/2005                           | 04/06/2005   | M                              |   | 140,265   | A \$ 10  | 140,265 D   |
| Common Shares                   | 04/06/2005                           | 04/06/2005   | S                              |   | 800   | D \$ 140.93  | 139,465 D   |
| Common Shares                   | 04/06/2005                           | 04/06/2005   | S                              |   | 600   | D \$ 140.94  | 138,865 D   |
| Common Shares                   | 04/06/2005                           | 04/06/2005   | S                              |   | 1,100   | D \$ 140.95  | 137,765 D   |
| Common Shares                   | 04/06/2005                           | 04/06/2005   | S                              |   | 1,744   | D \$ 140.96  | 136,021 D   |
|                                 | 04/06/2005                           | 04/06/2005   | S                              |   | 100   | D  | 135,921 D   |

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|               |            |            |   |         |   |           |         |   |
|---------------|------------|------------|---|---------|---|-----------|---------|---|
| Common Shares |            |            |   |         |   | \$ 140.98 |         |   |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 911     | D | \$ 140.99 | 135,010 | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 100,343 | D | \$ 141    | 34,667  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,600   | D | \$ 141.01 | 33,067  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 2,800   | D | \$ 141.02 | 30,267  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,200   | D | \$ 141.03 | 29,067  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 600     | D | \$ 141.04 | 28,467  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,600   | D | \$ 141.05 | 26,867  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,636   | D | \$ 141.06 | 25,231  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 100     | D | \$ 141.07 | 25,131  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 600     | D | \$ 141.08 | 24,531  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 2,700   | D | \$ 141.09 | 21,831  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,000   | D | \$ 141.1  | 20,831  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 600     | D | \$ 141.11 | 20,231  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,058   | D | \$ 141.12 | 19,173  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,300   | D | \$ 141.13 | 17,873  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 3,716   | D | \$ 141.14 | 14,157  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 3,300   | D | \$ 141.15 | 10,857  | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 2,802   | D | \$ 141.16 | 8,055   | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 600     | D | \$ 141.17 | 7,455   | D |
|               | 04/06/2005 | 04/06/2005 | S | 903     | D |           | 6,552   | D |

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|               |            |            |   |       |   |           |       |   |
|---------------|------------|------------|---|-------|---|-----------|-------|---|
| Common Shares |            |            |   |       |   | \$ 141.18 |       |   |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 800   | D | \$ 141.19 | 5,752 | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,900 | D | \$ 141.2  | 3,852 | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 2,552 | D | \$ 141.21 | 1,300 | D |
| Common Shares | 04/06/2005 | 04/06/2005 | S | 1,300 | D | \$ 141.22 | 0     | 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 Acquired (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Option (Right to Buy)                      | \$ 10  | 04/06/2005                           | 04/06/2005   | M                              | 140,265   | 05/06/2004 10/18/2006                                    | common shares 140,265   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DAY JULIAN C<br>3333 BEVERLY ROAD<br>HOFFMAN ESTATES, IL 60179 |               | X         |         |       |

## Signatures

By: /s/ Andrea Zopp, as Attorney - in  
- Fact 04/08/2005

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Option granted in consideration of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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