

SEARS HOLDINGS CORP

Form 4

August 17, 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)

08/13/2015

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 | 08/14/2015 | | S ⁽²⁾ | | 15,000 | D | \$ 24.77 | 26,558,448 | I | See Footnote (3) |
| Common Shares, \$.01 par value | 08/14/2015 | | S ⁽²⁾ | | 46,450 | D | \$ 24.95 | 26,511,998 | I | See Footnote (3) |
| Common Shares, | 08/14/2015 | | P ⁽²⁾ | | 13,000 | A | \$ 24.83 | 26,524,998 | I | See Footnote |

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| | | | | | | | | | |
|--------------------------------|------------|--|------------------|--------|---|----------|------------|-----|------------------|
| \$.01 par value | | | | | | | | (3) | |
| Common Shares, \$.01 par value | 08/14/2015 | | P ⁽²⁾ | 48,450 | A | \$ 24.99 | 26,573,448 | I | See Footnote (3) |
| Common Shares, \$.01 par value | | | | | | | 71,700 | D | |

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

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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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 08/13/2015 | | P ⁽¹⁾ | 900 | 11/18/2014 12/15/2019 | Common Stock, par value \$0.01 | 900 | |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 08/14/2015 | | P ⁽¹⁾ | 53,747 | 11/18/2014 12/15/2019 | Common Stock, par value \$0.01 | 53,747 | |
| Warrants to Purchase | \$ 25.686 | 08/14/2015 | | P ⁽¹⁾ | 70 | 11/18/2014 12/15/2019 | Common Stock, par value | 70 | |

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Reporting Person (i) does not receive any incentive compensation from the managed account and (ii) does not have a direct or indirect interest in the managed account.

- (3) The securities may be deemed to be beneficially owned by the Reporting Person because he controls the sole member of a registered investment adviser, which may be deemed to have beneficial ownership of the securities because it serves as the investment manager to a registered investment company and certain private funds and managed accounts. The Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.