SEARS HOLDINGS CORP

Form 4

February 10, 2016

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

may continue.

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

SECURITIES

See Instruction

obligations

1(b).

Shares,

(Print or Type Responses)

1. Name and Address of Reporting Person * BERKOWITZ BRUCE R			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) C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2016					Director X 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MIAMI, FL 33137									Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed o	f, or Beneficial	lly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5) r) (Instr. 8) (A)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Common Shares, \$.01 par value	02/08/2016			Code V P(1)	Amount 2,100	or (D)	Price \$ 16.34	(Instr. 3 and 4) 28,473,648	I	See Footnote (2)	
	Common Shares, \$.01 par value	02/09/2016			P <u>(1)</u>	6,600	A	\$ 15.74	28,480,248	I	See Footnote (2)	
	Common	02/09/2016			P(3)	50,000	A	\$	28,530,248	I	See	

15.47

Footnote

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\$.01 par value								(2)
Common Shares, \$.01 par value	02/09/2016	P(3)	7,100	A	\$ 15.71	28,537,348	I	See Footnote (2)
Common Shares, \$.01 par value	02/09/2016	P(3)	10,200	A	\$ 15.64	28,547,548	I	See Footnote (2)
Common Shares, \$.01 par value	02/10/2016	P(3)	50,000	A	\$ 15.1	28,597,548	I	See Footnote
Common Shares, \$.01 par value	02/10/2016	S(4)	10,200	D	\$ 15.3	27,994,348 (5)	I	See Footnote (2)
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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SEC 1474

(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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 or Number of Shares
Warrants to Purchase	\$ 25.686	02/10/2016		S(4)		1,865	11/18/2014	12/15/2019	Common Stock, par value	2,070

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\$0.01 Common

Stock, par value

\$0.01

Warrants

to

Purchase Common

11/18/2014 12/15/2019 \$ 25,686

Stock, par value \$0.01

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other

BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR **MIAMI, FL 33137**

X

Common

Stock, par

value

\$0.01

Signatures

Bruce R. Berkowitz, By: /s/ Paul Thomson, Attorney-in-fact

02/10/2016

**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).
- The securities are held in an account managed indirectly by Mr. Bruce R. Berkowitz (the "Reporting Person"). The Reporting Person does (1) not have any direct or indirect pecuniary interest in the managed account because the 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.
 - 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.
- The securities are held in accounts managed indirectly by the Reporting Person. The Reporting Person does not have any direct or indirect (3) pecuniary interest in the managed accounts because the Reporting Person (i) does not receive any incentive compensation from the managed accounts and (ii) does not have a direct or indirect interest in the managed accounts.
- The securities were held in an account managed indirectly by the Reporting Person and were sold pursuant to client instructions. The (4) Reporting Person does not have any direct or indirect pecuniary interest in the managed account because the 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.
- In addition to the 10,200 securities reported in Column 4, the amount reported in Column 5 accounts for 593,000 shares now held in **(5)** accounts over which the Reporting Person no longer has beneficial ownership.
- In addition to the 1,865 derivative securities reported in Column 5, the amount reported in Column 9 accounts for 7,303 derivative securities now held in accounts over which the Reporting Person no longer has beneficial ownership.

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

Reporting Owners 3

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