

DAY JULIAN C  
Form 4  
April 08, 2005

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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(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)

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

HOFFMAN ESTATES, IL 60179

(City) (State) (Zip)

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares	04/06/2005	04/06/2005	M		78,942 A	\$ 10	78,942 D
Common Shares	04/06/2005	04/06/2005	S		11,225 D	\$ 140.3	67,717 D
Common Shares	04/06/2005	04/06/2005	S		100 D	\$ 140.31	67,617 D
Common Shares	04/06/2005	04/06/2005	S		100 D	\$ 140.32	67,517 D
Common Shares	04/06/2005	04/06/2005	S		5,300 D	\$ 140.33	62,217 D
	04/06/2005	04/06/2005	S		100 D		62,117 D

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Common Shares						\$ 140.34		
Common Shares	04/06/2005	04/06/2005	S	1,600	D	\$ 140.35	60,517	D
Common Shares	04/06/2005	04/06/2005	S	700	D	\$ 140.37	59,817	D
Common Shares	04/06/2005	04/06/2005	S	10,008	D	\$ 140.4	49,809	D
Common Shares	04/06/2005	04/06/2005	S	1,300	D	\$ 140.41	48,509	D
Common Shares	04/06/2005	04/06/2005	S	1,400	D	\$ 140.42	47,109	D
Common Shares	04/06/2005	04/06/2005	S	1,238	D	\$ 140.43	45,871	D
Common Shares	04/06/2005	04/06/2005	S	1,800	D	\$ 140.44	44,071	D
Common Shares	04/06/2005	04/06/2005	S	1,500	D	\$ 140.45	42,571	D
Common Shares	04/06/2005	04/06/2005	S	261	D	\$ 140.46	42,310	D
Common Shares	04/06/2005	04/06/2005	S	900	D	\$ 140.47	41,410	D
Common Shares	04/06/2005	04/06/2005	S	600	D	\$ 140.48	40,810	D
Common Shares	04/06/2005	04/06/2005	S	17,875	D	\$ 140.5	22,935	D
Common Shares	04/06/2005	04/06/2005	S	2,656	D	\$ 140.51	20,279	D
Common Shares	04/06/2005	04/06/2005	S	900	D	\$ 140.52	19,379	D
Common Shares	04/06/2005	04/06/2005	S	900	D	\$ 140.53	18,479	D
Common Shares	04/06/2005	04/06/2005	S	800	D	\$ 140.54	17,679	D
Common Shares	04/06/2005	04/06/2005	S	2,300	D	\$ 140.55	15,379	D
Common Shares	04/06/2005	04/06/2005	S	1,500	D	\$ 140.56	13,879	D
Common Shares	04/06/2005	04/06/2005	S	2,400	D	\$ 140.57	11,479	D
	04/06/2005	04/06/2005	S	1,300	D		10,179	D

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Common Shares						\$ 140.58		
Common Shares	04/06/2005	04/06/2005	S	2,303	D	\$ 140.59	7,876	D
Common Shares	04/06/2005	04/06/2005	S	2,695	D	\$ 140.6	5,181	D
Common Shares	04/06/2005	04/06/2005	S	2,181	D	\$ 140.61	3,000	D
Common Shares	04/06/2005	04/06/2005	S	3,000	D	\$ 140.62	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 or Number of Shares
Option (Right to Buy)	\$ 10	04/06/2005	04/06/2005	M		78,942		05/06/2004	10/18/2006	common shares	78,942

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAY JULIAN C 3333 BEVERLY ROAD 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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