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BERKOWITZ BRUCE R

Form 4

October 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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OMB APPROVAL

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January 31, 2005

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See Instruction

Fil

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

1(b).

value

(Print or Type Responses)

1. Name and A BERKOWI		2. Issuer Name and Ticker or Trading Symbol SEARS HOLDINGS CORP [SHLD]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 2601 NE 2ND AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 10/10/2018					(Check all applicable) Director X 10% Owner Officer (give title below) Other (specify below)				
MIAMI, FL		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 Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution D any (Month/Day/		n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or				of (D)) Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common Shares, \$.01 par value	10/10/2018			Code V S	Amount 46,900	(D)	Price \$ 0.42	490,316	D			
Common Shares, \$.01 par	10/10/2018			S <u>(1)</u>	90,500	D	\$ 0.42	942,748	I	See Footnote		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 2601 NE 2ND AVENUE **MIAMI, FL 33137**

X

Signatures

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

10/12/2018

**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 were held in account(s) managed indirectly by Mr. Berkowitz (the "Reporting Person"). The Reporting Person disclaims beneficial ownership in the account(s) except to the extent of his pecuniary interest, if any therein.
 - 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
- (2) such account(s). 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.

Reporting Owners 2

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tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S