

SEARS HOLDINGS CORP

Form 4

December 18, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY RICHARD C

(Last) (First) (Middle)

**C/O PERRY CORP, 767 FIFTH
AVENUE, 19TH FLOOR**

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SEARS HOLDINGS CORP [SHLD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	(A) or (D) Price		
Common stock, par value \$0.01 per share	12/17/2008		S		37,633	D \$ 40.49 <u>(1)</u>	187,739	I By Perry Partners, L.P. <u>(2)</u>
Common stock, par value \$0.01 per share	12/17/2008		S		4,283	D \$ 41.19 <u>(3)</u>	183,456	I By Perry Partners, L.P.
Common stock, par	12/17/2008		S		195,798	D \$ 40.49	976,782	I By Perry Partners

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value \$0.01 per share				(4)				International, Inc. (5)
Common stock, par value \$0.01 per share	12/17/2008	S	22,286	D	\$ 41.19 (6)	954,496	I	By Perry Partners International, Inc.
Common stock, par value \$0.01 per share	12/18/2008	S	20,114	D	\$ 38.88 (7)	163,342	I	By Perry Partners, L.P.
Common stock, par value \$0.01 per share	12/18/2008	S	2,127	D	\$ 39.53 (8)	161,215	I	By Perry Partners, L.P.
Common stock, par value \$0.01 per share	12/18/2008	S	104,642	D	\$ 38.88 (9)	849,854	I	By Perry Partners International, Inc.
Common stock, par value \$0.01 per share	12/18/2008	S	11,069	D	\$ 39.53 (10)	838,785	I	By Perry Partners International, Inc.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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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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