RICHTER GLENN R

Form 4

November 23, 2004

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations 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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RICHTER GLENN R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 3333 BEVERLY ROAD, B6 277A		(Middle)	SEARS ROEBUCK & CO [S] 3. Date of Earliest Transaction	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President		
		` '	(Month/Day/Year) 11/19/2004			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

HOFFMAN ESTATES, IL 60179

(State)

(Zip)

(City)

Filed(Month/Day/Year)

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

(- 3)	(*****)	1 abi	e 1 - Non-D	verivative s	securi	ties Acqu	irea, Disposea oi	, or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Shares	11/19/2004	11/19/2004	M	13,333	A	\$ 21.64	39,874	D	
Common Shares	11/19/2004	11/19/2004	M	26,000	A	\$ 37.94	65,874	D	
Common Shares	11/19/2004	11/19/2004	M	13,700	A	\$ 38.65	79,574	D	
Common Shares	11/19/2004	11/19/2004	M	7,500	A	\$ 30.69	87,074	D	
Common Shares	11/19/2004	11/19/2004	S	5,000	D	\$ 53.14	82,074	D	

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Common Shares	11/19/2004	11/19/2004	S	9,000	D	\$ 53.12	73,074	D	
Common Shares	11/19/2004	11/19/2004	S	10,000	D	\$ 53.1	63,074	D	
Common Shares	11/19/2004	11/19/2004	S	7,500	D	\$ 53.08	55,574	D	
Common Shares	11/19/2004	11/19/2004	S	4,000	D	\$ 53.05	51,574	D	
Common Shares	11/19/2004	11/19/2004	S	15,000	D	\$ 53.03	36,574	D	
Common Shares	11/19/2004	11/19/2004	S	33	D	\$ 53	36,541	D	
Common Shares	11/19/2004	11/19/2004	S	10,000	D	\$ 52.97	26,541	D	
Common Shares (401(k) Plan)							790.8825	I	401 (k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 30.69	11/19/2004	11/19/2004	M	7,500	<u>(1)</u>	02/07/2010	Common Shares	7,500
Option (Right to Buy)	\$ 21.64	11/19/2004	11/19/2004	M	13,333	02/13/2004	02/13/2013	Common Shares	13,333
	\$ 38.65	11/19/2004	11/19/2004	M	13,700	<u>(1)</u>	02/14/2011		13,700

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Option (Right To Buy)								Common Shares	
Option (Right to Buy)	\$ 37.94	11/19/2004	11/19/2004	M	26,000	<u>(1)</u>	10/10/2011	Common Shares	26,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RICHTER GLENN R 3333 BEVERLY ROAD B6 277A HOFFMAN ESTATES, IL 60179

Executive Vice President

Signatures

By: /s/ Ellis A. Regenbogen as Attorney-in-Fact

**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) The stock option vested in three equal annual installments beginning one year from the date of grant.
- (2) Employee Stock Option grant in consideration of service as an employee.

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.

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