#### GOODMAN JOHN D

Form 4

December 15, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and A GOODMAN	Person * 2. Issue Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
	SEARS	SEARS HOLDINGS CORP [SHLD]					(Check all applicable)				
(Last)	(First) (N	Middle) 3. Date of	3. Date of Earliest Transaction			•					
	`	(Month/Day/Year)				Director 10% Owner					
3333 BEVE	12/14/2	12/14/2009					_X_ Officer (give title Other (specify below)  EVP, Apparel & Home				
	(Street)	4. If Am	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
		Filed(Mo	Filed(Month/Day/Year)				Applicable Line)				
HOFFMAN	ESTATES, IL 6	0179						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-E	Perivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3) Executive any			Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially (D) or Beneficial				
(Month/Day/Yea		(Month/Day/Year)					Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	12/14/2000		D	0.570		\$	24 242	D			
Stock	12/14/2009		Р	8,570	A	75.79 (1) (2)	34,343	D			

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(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)						
									Amount		
						Date Exercisable	Expiration Date	Title Nun of			
									Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOODMAN JOHN D 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179

EVP, Apparel & Home

## **Signatures**

/s/ Emily A. Sturges, as attorney-in-fact 12/15/2009

\*\*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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$75.62 to \$75.94, inclusive. The reporting person undertakes to provide to Sears Holdings Corporation, any security holder of Sears Holdings Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- Pursuant to the terms of his offer letter from Sears Holdings Corporation dated November 14, 2009, the reporting person will receive a restricted stock award from Sears Holdings Corporation on December 21, 2009 with a value equal to the dollar amount of the shares of common stock purchased by the reporting person and reported on this Form 4.

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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