SEARS HOLDINGS CORP

Form 4

February 04, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

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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 Address of Reporting Person * MUNJAL LEENA			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)	3. Date of	Earliest Tra	ansaction							
			(Month/D	-				Director		Owner		
3333 BEVERLY ROAD			02/01/2014					_X_ Officer (give title Other (specify below) SVP,Cust.Exp.&IntegratedRetail				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
Filed			Filed(Mon	Filed(Month/Day/Year)				Applicable Line)				
								X Form filed by 0	1 0			
HOFFMAN ESTATES, IL 60179								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of 2. Transaction Date 2A. Dec				4. Securi			5. Amount of	6. Ownership				
· · · · · · · · · · · · · · · · · · ·		on Date, if		Transaction(A) or Disposed of (D)			Securities	Form: Direct Indirect				
(Instr. 3) any (Month/Day/Year		Day/Vear)	Code (Instr. 3, 4 and 5) (Instr. 8)			3)	Beneficially (D) or Beneficial Owned Indirect (I) Ownership					
		(Wionul)	Day/ I car)	(msu. o)				Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported	· ·	, ,		
						or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	02/01/2014			F(1)	154	D	\$ 36.37	914	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 Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	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	ies	(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 sable Date	or			
						Exercisable					
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MUNJAL LEENA 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179

SVP,Cust.Exp.&IntegratedRetail

Signatures

/s/ Leena Munjal 02/04/2014

**Signature of 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) Represents shares surrendered to the issuer to pay the reporting person's tax withholding obligations in connection with the vesting of restricted stock.

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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