

Sears Holdings CORP
 Form 4
 April 28, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Day Julian C

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)
 3333 BEVERLY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2005

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

HOFFMAN ESTATES, IL 60179
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Shares | 04/27/2005 | 04/27/2005 | M | | 7,331 A \$ 20 | 7,331 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | | 400 D \$ 134.96 | 6,931 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | | 700 D \$ 135 | 6,231 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | | 500 D \$ 135.25 | 5,731 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | | 250 D \$ 135.33 | 5,481 | D |
| | 04/27/2005 | 04/27/2005 | S | | 500 D | 4,981 | D |

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| | | | | | | | | |
|---------------|------------|------------|---|-----|---|-----------|--------|---|
| Common Shares | | | | | | \$ | 135.44 | |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 650 | D | \$ 136 | 4,331 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 100 | D | \$ 136.01 | 4,231 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 100 | D | \$ 136.03 | 4,131 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 800 | D | \$ 136.5 | 3,331 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 31 | D | \$ 136.51 | 3,300 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 500 | D | \$ 137 | 2,800 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 300 | D | \$ 137.45 | 2,500 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 500 | D | \$ 137.48 | 2,000 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 400 | D | \$ 137.5 | 1,600 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 200 | D | \$ 137.51 | 1,400 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 200 | D | \$ 137.53 | 1,200 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 200 | D | \$ 137.54 | 1,000 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 500 | D | \$ 137.88 | 500 | D |
| Common Shares | 04/27/2005 | 04/27/2005 | S | 500 | D | \$ 138 | 0 | D |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | | Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|-------|------------|------------|------|--|-------|------------------|-----------------|---------------|----------------------------|
| | | | | | V | (A) | | | | |
| Option (Right to Buy) | \$ 20 | 04/27/2005 | 04/27/2005 | M | | 7,331 | 05/06/2004 | 10/18/2006 | Common Shares | 218,321 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Day Julian C 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179 | | X | | |

Signatures

/s/Andrea L. Zopp, as
Attorney-in-Fact

04/28/2005

__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) Option granted in consideration of service.

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.