

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**
SEC Accession No. **0001181431-13-003011**

(HTML Version on secdatabase.com)

REPORTING OWNER

RBS INVESTMENT MANAGEMENT LLC

CIK: **1249797** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526314**

Mailing Address
200 GREENWICH AVE
GREENWICH CT 06830

CRK PARTNERS LLC

CIK: **1251868** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526313**

Mailing Address
200 GREENWICH AVE
GREENWICH CT 06830

ISSUER

SEARS HOLDINGS CORP

CIK: **1310067** | IRS No.: **201920798** | State of Incorporation: **DE** | Fiscal Year End: **0130**
SIC: **5311** Department stores

Mailing Address
3333 BEVERLY ROAD
HOFFMAN ESTATES IL
60179

Business Address
3333 BEVERLY ROAD
HOFFMAN ESTATES IL
60179
847-286-2500

RBS PARTNERS L P /CT

CIK: **860585** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526316**

Mailing Address
ONE LAFAYETTE PLACE
GREENWICH CT 06830

Business Address
ONE LAFAYETTE PLACE
GREENWICH CT 06830
2038614606

ESL PARTNERS, L.P.

CIK: **923727** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526319**

Mailing Address
1170 KANE CONCOURSE
SUITE 200
BAY HARBOUR FL 33154

Business Address
1170 KANE CONCOURSE
SUITE 200
BAY HARBOUR FL 33154
786-923-5961

ESL INVESTMENTS INC

CIK: **1126396** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526312**

Mailing Address
1170 KANE CONCOURSE
SUITE 200
BAY HARBOR FL 33154

Business Address
1170 KANE CONCOURSE
SUITE 200
BAY HARBOR FL 33154
786-923-5961

LAMPERT EDWARD SCIK:**1183200**Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526320**

Mailing Address

*1170 KANE CONCOURSE
SUITE 200
BAY HARBOUR FL 33154***ESL INSTITUTIONAL PARTNERS LP**CIK:**1249801** | State of Incorp.:**DE** | Fiscal Year End: **1231**Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526315**

Mailing Address

*1170 KANE CONCOURSE
SUITE 200
BAY HARBOUR FL 33154*

Business Address

*1170 KANE CONCOURSE
SUITE 200
BAY HARBOUR FL 33154
786-923-5961***SPE Master I, L.P.**CIK:**1553666** | State of Incorp.:**DE** | Fiscal Year End: **1212**Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526317**

Mailing Address

*1170 KANE CONCOURSE,
SUITE 200
BAY HARBOR FL 33154*

Business Address

*1170 KANE CONCOURSE,
SUITE 200
BAY HARBOR FL 33154
7869235961***SPE I Partners, L.P.**CIK:**1553667** | State of Incorp.:**DE** | Fiscal Year End: **1212**Type: **4** | Act: **34** | File No.: **000-51217** | Film No.: **13526318**

Mailing Address

*1170 KANE CONCOURSE,
SUITE 200
BAY HARBOR FL 33154*

Business Address

*1170 KANE CONCOURSE,
SUITE 200
BAY HARBOR FL 33154
7869235961*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person LAMPERT EDWARD S			2. Issuer Name and Ticker or Trading Symbol SEARS HOLDINGS CORP [SHLD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013					
1170 KANE CONCOURSE, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) BAY HARBOR, FL 33154								
(City)	(State)	(Zip)						

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	01/09/2013		P		245,678	A	\$40.86 ⁽¹⁾	23,715,620	D (2) (3) (4) (5)	
Common Stock, par value \$0.01 per share	01/10/2013		P		86,370	A	\$40.97 ⁽⁶⁾	23,801,990	D (2) (3) (4) (5)	
Common Stock, par value \$0.01 per share								29,410,437	I	See Footnotes (2) (3) (4) (5) (7)
Common Stock, par value \$0.01 per share								1,939,872	I	See Footnotes (2) (3) (4) (5) (8)
Common Stock, par value \$0.01 per share								2,494,783	I	See Footnotes (2) (3) (4) (5) (9)
Common Stock, par value \$0.01 per share								10,230	I	See Footnotes (2) (3) (4) (5) (10)
Common Stock, par value \$0.01 per share								747	I	See Footnotes (2) (3) (4) (5) (11)

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

1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
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Security (Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154	X	X		
ESL PARTNERS, L.P. 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
SPE I Partners, L.P. 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
SPE Master I, L.P. 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
RBS PARTNERS L P /CT 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
ESL INSTITUTIONAL PARTNERS LP 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
RBS INVESTMENT MANAGEMENT LLC 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
CRK PARTNERS LLC 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		
ESL INVESTMENTS INC 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X		

Explanation of Responses:

- This price represents the approximate weighted average price per share of common stock of Sears Holdings Corporation (the "Issuer"), par value \$0.01 per share (each, a "Share"), of purchases that were executed at prices ranging from \$40.32 to \$41.00 per Share. The reporting persons

undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

2. This statement is jointly filed by and on behalf of each of Edward S. Lampert, ESL Partners, L.P. ("Partners"), SPE I Partners, LP ("SPE I"), SPE Master I, LP ("SPE Master I"), RBS Partners, L.P. ("RBS"), ESL Institutional Partners, L.P. ("Institutional"), RBS Investment Management, L.L.C. ("RBSIM"), CRK Partners, L.L.C. ("CRK LLC") and ESL Investments, Inc. ("ESL"). Mr. Lampert, Partners, SPE I, SPE Master I, Institutional and CRK LLC are the direct beneficial owners of the securities covered by this statement.
3. RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners, SPE I and SPE Master I. RBSIM is the general partner of, and may be deemed to beneficially own securities owned by, Institutional. ESL is the general partner of RBS, the sole member of CRK LLC and the manager of RBSIM. ESL may be deemed to beneficially own securities owned by RBS, CRK LLC and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.
4. The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
5. The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
6. This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$40.74 to \$41.00 per Share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
7. Represents Shares directly beneficially owned by Partners.
8. Represents Shares directly beneficially owned by SPE I.
9. Represents Shares directly beneficially owned by SPE Master I.
10. Represents Shares directly beneficially owned by Institutional.
11. Represents Shares directly beneficially owned by CRK LLC.

Remarks:

Exhibit Index Exhibit 99.1 - Joint Filer Information (filed herewith) Exhibit 99.2 - Joint Filing Agreement (filed herewith)

Signatures

<u>EDWARD S. LAMPERT</u> By: /s/ Edward S. Lampert	<u>01/11/2013</u>
<u>ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>SPE I PARTNERS, L.P. By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>SPE MASTER I, LP, By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., Its: General Partner, By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>CRK PARTNERS, L.L.C., By: ESL Investments, Inc., Its: Sole Member, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
<u>ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer</u>	<u>01/11/2013</u>
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

JOINT FILER INFORMATION

Other Reporting Person(s)

1. ESL PARTNERS, L.P.

Item	Information
Name:	ESL Partners, L.P.
Address:	1170 Kane Concourse, Suite 200, Bay Harbor, FL 33154
Designated Filer:	Edward S. Lampert
Date of Event Requiring Statement (Month/Day/Year):	January 9, 2013
Issuer Name and Ticker or Trading Symbol:	Sears Holdings Corporation [SHLD]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	By: RBS Partners, L.P. Its: General Partner
	By: ESL Investments, Inc. Its: General Partner
	By: /s/ Edward S. Lampert -----
	Name: Edward S. Lampert Title: Chief Executive Officer Date: January 11, 2013

2. SPE I PARTNERS, LP

Item	Information
Name:	SPE I Partners, LP
Address:	1170 Kane Concourse, Suite 200, Bay Harbor,

FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year): January 9, 2013

Issuer Name and Ticker or Trading Symbol: Sears Holdings Corporation [SHLD]

Relationship of Reporting Person(s) to Issuer: 10% Owner

If Amendment, Date Original Filed (Month/Day/Year): Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting Person

Signature: By: RBS Partners, L.P.
Its: General Partner

By: ESL Investments, Inc.
Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer
Date: January 11, 2013

3. SPE MASTER I, LP

Item Information

Name: SPE Master I, LP

Address: 1170 Kane Concourse, Suite 200, Bay Harbor, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year): January 9, 2013

Issuer Name and Ticker or Trading Symbol: Sears Holdings Corporation [SHLD]

Relationship of Reporting Person(s) to Issuer: 10% Owner

If Amendment, Date Original Filed (Month/Day/Year): Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting Person

Signature: By: RBS Partners, L.P.
Its: General Partner

By: ESL Investments, Inc.
Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer
Date: January 11, 2013

4. RBS PARTNERS, L.P.

Item Information
Name: RBS Partners, L.P.
Address: 1170 Kane Concourse, Suite 200, Bay Harbor,
FL 33154
Designated Filer: Edward S. Lampert
Date of Event Requiring
Statement (Month/Day/Year): January 9, 2013
Issuer Name and Ticker or
Trading Symbol: Sears Holdings Corporation [SHLD]
Relationship of Reporting
Person(s) to Issuer: 10% Owner
If Amendment, Date Original
Filed (Month/Day/Year): Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting Person

Signature: By: ESL Investments, Inc.
Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer
Date: January 11, 2013

5. ESL INSTITUTIONAL PARTNERS, L.P.

Item Information

Name: ESL Institutional Partners, L.P.

Address: 1170 Kane Concourse, Suite 200, Bay Harbor, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year): January 9, 2013

Issuer Name and Ticker or Trading Symbol: Sears Holdings Corporation [SHLD]

Relationship of Reporting Person(s) to Issuer: 10% Owner

If Amendment, Date Original Filed (Month/Day/Year): Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting Person

Signature: By: RBS Investment Management, L.L.C.
 Its: General Partner

By: ESL Investments, Inc.
 Its: Manager

By: /s/ Edward S. Lampert

 Name: Edward S. Lampert
 Title: Chief Executive Officer
 Date: January 11, 2013

6. RBS INVESTMENT MANAGEMENT, L.L.C.

Item Information

Name: RBS Investment Management, L.L.C.

Address: 1170 Kane Concourse, Suite 200, Bay Harbor, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year): January 9, 2013

Issuer Name and Ticker or Trading Symbol: Sears Holdings Corporation [SHLD]

Relationship of Reporting Person(s) to Issuer: 10% Owner

Person(s) to Issuer:

If Amendment, Date Original Filed (Month/Day/Year): Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting Person

Signature: By: ESL Investments, Inc.
Its: Manager

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer
Date: January 11, 2013

7. CRK PARTNERS, L.L.C.

Item Information

Name: CRK Partners, L.L.C.

Address: 1170 Kane Concourse, Suite 200, Bay Harbor, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year): January 9, 2013

Issuer Name and Ticker or Trading Symbol: Sears Holdings Corporation [SHLD]

Relationship of Reporting Person(s) to Issuer: 10% Owner

If Amendment, Date Original Filed (Month/Day/Year): Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting Person

Signature: By: ESL Investments, Inc.
Its: Sole Member

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer
Date: January 11, 2013

8. ESL INVESTMENTS, INC.

Item	Information
Name:	ESL Investments, Inc.
Address:	1170 Kane Concourse, Suite 200, Bay Harbor, FL 33154
Designated Filer:	Edward S. Lampert
Date of Event Requiring Statement (Month/Day/Year):	January 9, 2013
Issuer Name and Ticker or Trading Symbol:	Sears Holdings Corporation [SHLD]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	By: /s/ Edward S. Lampert ----- Name: Edward S. Lampert Title: Chief Executive Officer Date: January 11, 2013

JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Date: January 11, 2013

EDWARD S. LAMPERT

By: /s/ Edward S. Lampert

ESL PARTNERS, L.P.

By: RBS Partners, L.P.

Its: General Partner

By: ESL Investments, Inc.

Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

SPE I PARTNERS, LP

By: RBS Partners, L.P.

Its: General Partner

By: ESL Investments, Inc.

Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

SPE MASTER I, LP

By: RBS Partners, L.P.
Its: General Partner

By: ESL Investments, Inc.
Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc.
Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C.
Its: General Partner

By: ESL Investments, Inc.
Its: Manager

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc.
Its: Manager

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Chief Executive Officer

CRK PARTNERS, L.L.C.

By: ESL Investments, Inc.
Its: Sole Member

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

ESL INVESTMENTS, INC.

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer