

SEARS HOLDINGS CORP  
Form 4  
February 28, 2012

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
**DAMBROSIO LOUIS**

(Last) (First) (Middle)  
**3333 BEVERLY ROAD**  
  
(Street)

**HOFFMAN ESTATES, IL 60179**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SEARS HOLDINGS CORP [SHLD]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO & President**

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)
				(A) or (D)	Price		
Common Stock	02/24/2012		F(1)	12,984	\$ 68.31	D	91,653.1859

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

**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 control number.**

SEC 1474 (9-02)

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

# Edgar Filing: SEARS HOLDINGS CORP - Form 4

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. Transaction Code (Instr. 8)  
 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  
 6. Date Exercisable and Expiration Date (Month/Day/Year)  
 7. Title and Amount of Underlying Securities (Instr. 3 and 4)  
 8. Price of Derivative Security (Instr. 5)  
 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...

Date Exercisable  
 Expiration Date  
 Title  
 Amount or Number of Shares

Code V (A) (D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAMBROSIO LOUIS 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179	X		CEO & President	

## Signatures

/s/ Louis J.  
 D'Ambrosio  
 \*\*Signature of Reporting Person      Date  
 02/28/2012

## 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 incurred in connection with the vesting of restricted stock, the award of which was previously reported.

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.