LEE SARA CORP Form 4 June 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **NOLL RICHARD A**

2. Issuer Name and Ticker or Trading Symbol

LEE SARA CORP [SLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(City)

1.T

Sec

(Ins

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 06/27/2005

Director 10% Owner X_ Officer (give title Other (specify

Senior Vice President

C/O SARA LEE BAKERY GROUP, 8400 MARYLAND **AVENUE**

(Street)

(State)

06/27/2005

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

ST. LOUIS, MO 63105-3668

Citle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acqui on(A) or Disposed of (Instr. 3, 4 and 5)
				(A)

iired (D) Reported Transaction(s)

19.37

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

By 401(k)

Plan

(9-02)

Code V Amount

or (D) Price

 $101,180 \stackrel{(2)}{=} \stackrel{(3)}{=} D$

(Instr. 3 and 4)

common stock

common

stock

4,796 F D (1)

5,391 I

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

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1

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Nur of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer 10% Owner Other Director

NOLL RICHARD A C/O SARA LEE BAKERY GROUP 8400 MARYLAND AVENUE ST. LOUIS, MO 63105-3668

Senior Vice President

Signatures

/s/ Helen N. Kaminski For Richard A. Noll pursuant to power of attorney previously filed.

06/28/2005

**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).
- Represents shares of common stock withheld by Sara Lee to satisfy the reporting person's tax liability incurred upon the vesting of **(1)** restricted stock units.
- Includes 84,550 restricted stock units that may be settled only for shares of common stock. Restricted stock units generally vest one to five years after the grant date and, upon vesting, are convertible into shares of common stock on a one-for-one basis.
- (3) Includes 681 shares acquired as a participant in the Sara Lee Corporation employee stock purchase plan.

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.

Reporting Owners 2