Sears Holdings CORP Form 4 April 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations may continue.

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

1(b).

See Instruction

(Print or Type Responses)

3333 BEVERLY ROAD

Day Julian C

(Last)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol

(Middle)

Sears Holdings CORP [SHLD]

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

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287 January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOFFMAN ESTATES, IL 60179

(First)

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Shares	04/27/2005	04/27/2005	Code V M	Amount 7,331	(D)	Price \$ 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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SEC 1474 (9-02)

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. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4,

and 5)

Code V (A) (D) Date Expiration Title Amount or Exercisable Date Number of

Shares

Option

(Right to \$ 20 04/27/2005 04/27/2005 M 7,331 05/06/2004 10/18/2006 Common Shares 218,321

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Day Julian C 3333 BEVERLY ROAD X HOFFMAN ESTATES, IL 60179

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.

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