

SEARS HOLDINGS CORP

Form 4

March 17, 2016

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 *

FAIRHOLME CAPITAL MANAGEMENT LLC

(Last) (First) (Middle)

4400 BISCAYNE BOULEVARD, 9TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SEARS HOLDINGS CORP [SHLD]

3. Date of Earliest Transaction

(Month/Day/Year)

03/15/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$.01 par value	03/15/2016		S ⁽¹⁾	60,000 D	\$ 15.98 27,031,748	I	See Footnote (2)
Common Shares, \$.01 par value	03/15/2016		P ⁽³⁾	50,000 A	\$ 15.91 27,081,748	I	See Footnote (2)
Common Shares, \$.01 par value	03/16/2016		S ⁽¹⁾	50,600 D	\$ 15.29 27,031,148	I	See Footnote (2)

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Common Shares, \$0.01 par value	03/17/2016	<u>S</u> ⁽¹⁾	155,300	D	\$ 15.19	26,875,848	I	See Footnote <u>(2)</u>
Common Shares, \$0.01 par value						16,291,673	I	See Footnote <u>(4)</u>
Common Shares, \$0.01 par value						71,700	D <u>(5)</u>	

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

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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 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. Amount or Number of Shares
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	03/15/2016		<u>S</u> ⁽¹⁾	1,900	11/18/2014 12/15/2019	Common Stock, par value \$0.01	2,109
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686					11/18/2014 12/15/2019	Common Stock, par value \$0.01	0

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admission that the Fund and the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) The reported securities are directly owned by Mr. Berkowitz.

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

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