

SEARS ROEBUCK &amp; CO

Form 4

March 14, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LACY ALAN J**

(Last) (First) (Middle)

3333 BEVERLY ROAD, B6 277A

(Street)

HOFFMAN ESTATES, IL 60179

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SEARS ROEBUCK & CO [S]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2005

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)

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	03/10/2005	03/10/2005	M		76,666	A	\$ 21.64	188,370	D
Common Shares	03/10/2005	03/10/2005	M		17,639	A	\$ 31.07	206,009	D
Common Shares	03/10/2005	03/10/2005	M		56,100	A	\$ 31.82	262,109	D
Common Shares	03/10/2005	03/10/2005	M		277,500	A	\$ 33.14	539,609	D
Common Shares	03/10/2005	03/10/2005	M		139,900	A	\$ 37.66	679,509	D

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Common Shares	03/10/2005	03/10/2005	S	2,900	D	\$ 53.5	676,609	D	
Common Shares	03/10/2005	03/10/2005	S	3,500	D	\$ 53.49	673,109	D	
Common Shares	03/10/2005	03/10/2005	S	6,000	D	\$ 53.48	667,109	D	
Common Shares	03/10/2005	03/10/2005	S	19,800	D	\$ 53.46	647,309	D	
Common Shares	03/10/2005	03/10/2005	S	6,700	D	\$ 53.45	640,609	D	
Common Shares	03/10/2005	03/10/2005	S	5,600	D	\$ 53.44	635,009	D	
Common Shares	03/10/2005	03/10/2005	S	2,700	D	\$ 53.42	632,309	D	
Common Shares	03/10/2005	03/10/2005	S	1,200	D	\$ 53.41	631,109	D	
Common Shares	03/10/2005	03/10/2005	S	25,566	D	\$ 53.4	605,543	D	
Common Shares	03/10/2005	03/10/2005	S	1,534	D	\$ 53.4	604,009	D	
Common Shares	03/10/2005	03/10/2005	S	5,000	D	\$ 53.38	599,009	D	
Common Shares	03/10/2005	03/10/2005	S	500	D	\$ 53.37	598,509	D	
Common Shares	03/10/2005	03/10/2005	S	7,905	D	\$ 53.36	590,604	D	
Common Shares	03/10/2005	03/10/2005	S	2,700	D	\$ 53.36	587,904	D	
Common Shares	03/10/2005	03/10/2005	S	56,100	D	\$ 53.36	531,804	D	
Common Shares	03/10/2005	03/10/2005	S	277,500	D	\$ 53.36	254,304	D	
Common Shares	03/10/2005	03/10/2005	S	11,157	D	\$ 53.36	243,147	D	
Common Shares	03/10/2005	03/10/2005	S	2,700	D	\$ 53.53	240,447	D	
Common Shares (401(k) Plan)							4,481	I	401(k) Plan

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 21.64	03/10/2005	03/10/2005	M	76,666	<u>(1)</u> 02/13/2013	Common Shares 76,666
Option (Right to Buy)	\$ 31.82	03/10/2005	03/10/2005	M	56,100	<u>(3)</u> 07/06/2006	Common Shares 56,100
Option (Right to Buy)	\$ 33.14	03/10/2005	03/10/2005	M	277,500	<u>(3)</u> 10/01/2010	Common Shares 277,500
Option (Right to Buy)	\$ 37.66	03/10/2005	03/10/2005	M	139,900	<u>(3)</u> 03/14/2011	Common Shares 139,900
Option (Right to Buy)	\$ 31.07	03/10/2005	03/10/2005	M	17,639	<u>(3)</u> 02/01/2010	Common Shares 17,639

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LACY ALAN J 3333 BEVERLY ROAD B6 277A HOFFMAN ESTATES, IL 60179	X Chief Executive Officer

## Signatures

By: /s/ Ellis A. Regenbogen as Attorney-in-Fact 03/14/2005

\_\_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) This option grant vests in three equal annual installments beginning one year from the date of grant. The option expires 10 years from the date of grant, and contains reload features and the right to have shares withheld to satisfy tax withholding obligations.
- (2) Employee Stock Option grant in consideration of service as an employee.
- (3) This option grant is fully vested.

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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