

SEARS HOLDINGS CORP

Form 4

March 31, 2016

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
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(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)

03/29/2016

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$.01 par value	03/29/2016		S ⁽¹⁾		75,200	D	\$ 14.86	26,435,348	I	See Footnote ⁽²⁾
Common Shares, \$.01 par value	03/29/2016		P ⁽³⁾		50,000	A	\$ 14.69	26,485,348	I	See Footnote ⁽²⁾
Common Shares, \$.01 par value	03/30/2016		S ⁽¹⁾		58,200	D	\$ 15.15	26,427,148	I	See Footnote ⁽²⁾

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Common Shares, \$.01 par value	03/30/2016	P ⁽³⁾	50,000	A	\$ 15.18	26,477,148	I	See Footnote (2)
Common Shares, \$.01 par value	03/31/2016	P ⁽³⁾	50,000	A	\$ 15.2	26,527,148	I	See Footnote (2)
Common Shares, \$.01 par value						16,291,673	I	See Footnote (4)
Common Shares, \$.01 par value						71,700	D ⁽⁵⁾	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD	X X

9TH FLOOR
MIAMI, FL 33137

BERKOWITZ BRUCE R
C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. X X
4400 BISCAYNE BOULEVARD, 9TH FLOOR
MIAMI, FL 33137

Signatures

Fairholme Capital Management, L.L.C., Bruce R. Berkowitz, By: /s/ Paul Thomson, 03/31/2016
(Attorney in Fact)

__Signature of Reporting Person

Date

Bruce R. Berkowitz, By: /s/ Paul Thomson, (Attorney-in-fact) 03/31/2016

__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).
- The securities were held in an account managed by Fairholme Capital Management, LLC ("Fairholme") and were sold pursuant to client instructions. Fairholme does not have any direct or indirect pecuniary interest in the managed account because Fairholme (i) does not receive any incentive compensation from the managed account and (ii) does not have a direct or indirect interest in the managed account.
- The securities may be deemed to be beneficially owned by Mr. Bruce R. Berkowitz ("Mr. Berkowitz") because he controls the sole member of Fairholme, which may be deemed to have beneficial ownership of the securities because Fairholme serves as the investment manager to separate series of a registered investment company and certain private funds and managed accounts. The Reporting Persons disclaim beneficial ownership in the securities reported on this Form 4 except to the extent of its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that 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.
- The securities are held in an account managed by Fairholme. Fairholme does not have any direct or indirect pecuniary interest in the managed account because Fairholme (i) does not receive any incentive compensation from the managed account and (ii) does not have a direct or indirect interest in the managed account.
- The reported securities are directly owned by The Fairholme Fund and The Fairholme Allocation Fund (each, a "Fund"), each a series of Fairholme Funds, Inc. The securities may be deemed to be beneficially owned by Mr. Berkowitz because he controls the sole member of Fairholme, which may be deemed to have beneficial ownership of the securities because Fairholme serves as the investment manager to each Fund and certain private funds and managed accounts. Each Fund and the Reporting Persons disclaim beneficial ownership in the securities reported on this Form 4 except to the extent of its pecuniary interest, if any, therein, and this report shall not be deemed to be an 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.
- 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. 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.