

SEARS HOLDINGS CORP  
 Form 4  
 November 20, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 MNUCHIN STEVEN T

(Last) (First) (Middle)

C/O ONEWEST BANK, 888 E  
 WALNUT ST 6TH FLOOR

(Street)

PASADENA, CA 91101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SEARS HOLDINGS CORP [SHLD]

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

11/18/2014

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Subscription Rights (right to buy)	\$ 500	11/18/2014	M			220	11/03/2014 11/18/2014	Units consisting of Notes and Warrants <sup>(1)</sup>	220
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014	M		3,871		<sup>(2)</sup> 12/15/2019	Common Stock	3,871
Subscription Rights (right to buy)	\$ 500	11/18/2014	M			2	11/03/2014 11/18/2014	Units consisting of Notes and Warrants <sup>(1)</sup>	2
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014	M		35		<sup>(2)</sup> 12/15/2019	Common Stock	35
Subscription Rights (right to buy)	\$ 500	11/18/2014	M			93	11/03/2014 11/18/2014	Units consisting of Notes and Warrants <sup>(1)</sup>	93
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014	M		1,636		<sup>(2)</sup> 12/15/2019	Common Stock	1,636
Subscription Rights (right to buy)	\$ 500	11/18/2014	M			2	11/03/2014 11/18/2014	Units consisting of Notes and Warrants <sup>(1)</sup>	2
Common Stock	\$ 28.41	11/18/2014	M		35		<sup>(2)</sup> 12/15/2019	Common Stock	35



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- (7) The reported securities are held by a family custodial account, Heather Mnuchin as custodian for John Player Mnuchin, the beneficial interests of which are owned by members of Mr. Mnuchin's immediate family.

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.