

Kunkler William Charles III  
 Form 4  
 March 22, 2018

**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 \*  
 Kunkler William Charles III

2. Issuer Name and Ticker or Trading Symbol  
 SEARS HOLDINGS CORP [SHLD]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 222 N. LASALLE STREET, SUITE 1000

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/20/2018

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

(Street)  
 CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

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)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   |  | Price  |

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 | 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<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |
|--|------------------------------------|------------------|------------|---|---------------------|--------------------|--|-------------------------------------|
| 8& Senior<br>Unsecured<br>Convertible<br>PIK Toggle<br>Notes due<br>2019 | \$ 8.33                            | 03/20/2018       | A          | \$<br>136,000   | 03/20/2018          | 12/15/2019         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 16,300                              |
| 8% Senior<br>Unsecured<br>Convertible<br>PIK Toggle<br>Notes due<br>2019 | \$ 8.33                            | 03/20/2018       | A          | \$ 9,000  | 03/20/2018          | 12/15/2019         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,000                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Kunkler William Charles III<br>222 N. LASALLE STREET<br>SUITE 1000<br>CHICAGO, IL 60601 | X             |           |         |       |

## Signatures

/s/ Luke Valentino, as  
attorney-in-fact

03/22/2018

\*\*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 reporting person acquired the \$136,000 aggregate principal amount of 8% Senior Unsecured Convertible PIK Toggle Notes due 2019 in exchange for \$136,000 aggregate principal amount of the issuer's 8% Senior Unsecured Notes due 2019 in an issuer exchange offer.
- The amount reflects the acquisition by the reporting persons spouse of the \$9,000 aggregate principal amount of 8% Senior Unsecured Convertible PIK Toggle Notes due 2019 in exchange for \$9,000 aggregate principal amount of the issuer's 8% Senior Unsecured Notes due 2019 in an issuer exchange offer. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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.