

RICHTER GLENN R
Form 4
November 23, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RICHTER GLENN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3333 BEVERLY ROAD, B6 277A

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2004

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

Executive Vice President

(Street)

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

HOFFMAN ESTATES, IL 60179

(City) (State) (Zip)

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 or Price | | |
| Common Shares | 11/19/2004 | 11/19/2004 | M | | 13,333 A \$ 21.64 | 39,874 | D |
| Common Shares | 11/19/2004 | 11/19/2004 | M | | 26,000 A \$ 37.94 | 65,874 | D |
| Common Shares | 11/19/2004 | 11/19/2004 | M | | 13,700 A \$ 38.65 | 79,574 | D |
| Common Shares | 11/19/2004 | 11/19/2004 | M | | 7,500 A \$ 30.69 | 87,074 | D |
| Common Shares | 11/19/2004 | 11/19/2004 | S | | 5,000 D \$ 53.14 | 82,074 | D |

Edgar Filing: RICHTER GLENN R - Form 4

| | | | | | | | | | |
|-----------------------------|------------|------------|---|--------|---|----------|----------|---|---------|
| Common Shares | 11/19/2004 | 11/19/2004 | S | 9,000 | D | \$ 53.12 | 73,074 | D | |
| Common Shares | 11/19/2004 | 11/19/2004 | S | 10,000 | D | \$ 53.1 | 63,074 | D | |
| Common Shares | 11/19/2004 | 11/19/2004 | S | 7,500 | D | \$ 53.08 | 55,574 | D | |
| Common Shares | 11/19/2004 | 11/19/2004 | S | 4,000 | D | \$ 53.05 | 51,574 | D | |
| Common Shares | 11/19/2004 | 11/19/2004 | S | 15,000 | D | \$ 53.03 | 36,574 | D | |
| Common Shares | 11/19/2004 | 11/19/2004 | S | 33 | D | \$ 53 | 36,541 | D | |
| Common Shares | 11/19/2004 | 11/19/2004 | S | 10,000 | D | \$ 52.97 | 26,541 | D | |
| Common Shares (401(k) Plan) | | | | | | | 790.8825 | I | 401 (k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) | \$ 30.69 | 11/19/2004 | 11/19/2004 | M | 7,500 | <u>(1)</u> 02/07/2010 | Common Shares | 7,500 |
| Option (Right to Buy) | \$ 21.64 | 11/19/2004 | 11/19/2004 | M | 13,333 | 02/13/2004 02/13/2013 | Common Shares | 13,333 |
| | \$ 38.65 | 11/19/2004 | 11/19/2004 | M | 13,700 | <u>(1)</u> 02/14/2011 | | 13,700 |

| | | | | | | | | | | |
|-----------------------------|----------|------------|------------|---|--------|------------|------------|------------------|------------------|--|
| Option (Right To Buy) | | | | | | | | | Common Shares | |
| Option (Right to Buy) | \$ 37.94 | 11/19/2004 | 11/19/2004 | M | 26,000 | <u>(1)</u> | 10/10/2011 | Common Shares | 26,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHTER GLENN R 3333 BEVERLY ROAD B6 277A HOFFMAN ESTATES, IL 60179 | | | Executive Vice President | |

Signatures

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

11/23/2004

**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) The stock option vested in three equal annual installments beginning one year from the date of grant.
- (2) Employee Stock Option grant in consideration of service as an employee.

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.