

GOOD MARK

Form 4

February 07, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOOD MARK

(Last) (First) (Middle)

3333 BEVERLY ROAD

(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)
02/04/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/04/2005	02/04/2005	M		38,000	A	\$ 44.53	63,334	D
Common Shares	02/04/2005	02/04/2005	S		9,900	D	\$ 51.99	53,434	D
Common Shares	02/04/2005	02/04/2005	S		1,000	D	\$ 51.98	52,434	D
Common Shares	02/04/2005	02/04/2005	S		700	D	\$ 51.97	51,734	D
Common Shares	02/04/2005	02/04/2005	S		1,000	D	\$ 51.96	50,734	D

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Common Shares	02/04/2005	02/04/2005	S	2,500	D	\$ 51.95	48,234	D
Common Shares	02/04/2005	02/04/2005	S	3,300	D	\$ 51.94	44,934	D
Common Shares	02/04/2005	02/04/2005	S	300	D	\$ 51.93	44,634	D
Common Shares	02/04/2005	02/04/2005	S	1,300	D	\$ 51.92	43,334	D
Common Shares	02/04/2005	02/04/2005	S	4,300	D	\$ 51.91	39,034	D
Common Shares	02/04/2005	02/04/2005	S	1,800	D	\$ 51.9	37,234	D
Common Shares	02/04/2005	02/04/2005	S	1,500	D	\$ 51.89	35,734	D
Common Shares	02/04/2005	02/04/2005	S	2,100	D	\$ 51.88	33,634	D
Common Shares	02/04/2005	02/04/2005	S	3,400	D	\$ 51.87	30,234	D
Common Shares	02/04/2005	02/04/2005	S	1,200	D	\$ 51.86	29,034	D
Common Shares	02/04/2005	02/04/2005	S	1,200	D	\$ 51.85	27,834	D
Common Shares	02/04/2005	02/04/2005	S	300	D	\$ 51.84	27,534	D
Common Shares	02/04/2005	02/04/2005	S	700	D	\$ 51.83	26,834	D
Common Shares	02/04/2005	02/04/2005	S	1,500	D	\$ 51.82	25,334	D
Common Shares (401(k) Plan)							1,935.5922	I 401(k)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. D
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			S (
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 44.53	02/04/2005	02/04/2005	M		38,000	<u>(1)</u>	02/04/2014	Common Shares	38,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOD MARK 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179			Executive Vice President	

Signatures

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

02/07/2005

____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 is fully vested.
- (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.
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