

GOOD MARK  
Form 4/A  
January 12, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**GOOD MARK**

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**  
  
(Street)

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

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
**Executive Vice President**

**HOFFMAN ESTATES, IL 60179**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/19/2004**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Shares                   | 11/19/2004                           | 11/19/2004   | M                              | 4,300   | A \$ 40.07  | 29,634   | D   |
| Common Shares                   | 11/19/2004                           | 11/19/2004   | M                              | 8,500   | A \$ 44.07  | 38,134   | D   |
| Common Shares                   | 11/19/2004                           | 11/19/2004   | M                              | 5,039   | A \$ 31.07  | 43,173   | D   |
| Common Shares                   | 11/19/2004                           | 11/19/2004   | M                              | 1,929   | A \$ 47.1   | 45,102   | D   |
| Common Shares                   | 11/19/2004                           | 11/19/2004   | M                              | 13,700  | A \$ 38.65  | 58,802   | D   |

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|                             |            |            |   |        |   |          |            |   |        |
|-----------------------------|------------|------------|---|--------|---|----------|------------|---|--------|
| Common Shares               | 11/19/2004 | 11/19/2004 | M | 27,000 | A | \$ 37.94 | 85,802     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | M | 5,000  | A | \$ 32.65 | 90,802     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 3,000  | D | \$ 52.92 | 87,802     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 4,068  | D | \$ 52.9  | 83,734     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 3,000  | D | \$ 52.89 | 80,734     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 11,000 | D | \$ 52.88 | 69,734     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 6,000  | D | \$ 52.87 | 63,734     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 18,000 | D | \$ 52.85 | 45,734     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 1,000  | D | \$ 52.82 | 44,734     | D |        |
| Common Shares               | 11/19/2004 | 11/19/2004 | S | 19,400 | D | \$ 52.78 | 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.

**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.**

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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 (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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                               |                            |

|                          |          |            |            |   |        |            |            |               |        |
|--------------------------|----------|------------|------------|---|--------|------------|------------|---------------|--------|
| Option<br>(Right to Buy) | \$ 47.1  | 11/19/2004 | 11/19/2004 | M | 1,929  | <u>(1)</u> | 02/02/2008 | Common Shares | 1,929  |
| Option<br>(Right to Buy) | \$ 40.07 | 11/19/2004 | 11/19/2004 | M | 4,300  | <u>(1)</u> | 02/02/2009 | Common Shares | 4,300  |
| Option<br>(Right to Buy) | \$ 44.07 | 11/19/2004 | 11/19/2004 | M | 8,500  | <u>(1)</u> | 03/10/2009 | Common Shares | 8,500  |
| Option<br>(Right to Buy) | \$ 31.07 | 11/19/2004 | 11/19/2004 | M | 5,039  | <u>(1)</u> | 02/01/2010 | Common Shares | 5,039  |
| Option<br>(Right to Buy) | \$ 32.65 | 11/19/2004 | 11/19/2004 | M | 5,000  | <u>(1)</u> | 10/11/2010 | Common Shares | 5,000  |
| Option<br>(Right To Buy) | \$ 38.65 | 11/19/2004 | 11/19/2004 | M | 13,700 | <u>(1)</u> | 02/14/2011 | Common Shares | 13,700 |
| Option<br>(Right to Buy) | \$ 37.94 | 11/19/2004 | 11/19/2004 | M | 27,000 | <u>(1)</u> | 10/10/2011 | Common Shares | 27,000 |

## Reporting Owners

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

## Signatures

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

01/12/2005

\_\_\_\_\_  
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) 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.

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