

GOOD MARK
Form 4
February 07, 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)
02/04/2005

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

HOFFMAN ESTATES, IL 60179

(City) (State) (Zip)

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 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
Common Shares	02/04/2005	02/04/2005	S		9,900	D	\$ 51.99
Common Shares	02/04/2005	02/04/2005	S		1,000	D	\$ 51.98
Common Shares	02/04/2005	02/04/2005	S		700	D	\$ 51.97
Common Shares	02/04/2005	02/04/2005	S		1,000	D	\$ 51.96

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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.

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	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)					
				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. 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.