GOOD MARK Form 4/A January 12, 2005

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

Common

Shares

11/19/2004

11/19/2004

(11111 01 1) po 1	(Coponico)										
1. Name and Address of Reporting Person * GOOD MARK			2. Issuer Name <b>and</b> Ticker or Trading Symbol SEARS ROEBUCK & CO [S]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	Middle)	3. Date of Earliest Transaction					(Check all applicable)				
3333 BEVE		(Month/Day/Year) 11/19/2004					Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Vice President				
		4. If Amendment, Date Original Filed(Month/Day/Year) 11/19/2004				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
HOFFMAN				Person	tore than One Re	porung					
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	emed 3. 4. Securities Acquired				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Shares	11/19/2004	11/19/20	004	M	4,300	A	\$ 40.07	29,634	D		
Common Shares	11/19/2004	11/19/20	004	M	8,500	A	\$ 44.07	38,134	D		
Common Shares	11/19/2004	11/19/20	004	M	5,039	A	\$ 31.07	43,173	D		
Common Shares	11/19/2004	11/19/20	004	M	1,929	A	\$ 47.1	45,102	D		

13,700 A

M

58,802

D

**OMB APPROVAL** 

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2005

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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.

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Option (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 (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 (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 (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 (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 (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 (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

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 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.

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.

Reporting Owners 3