

RICHTER GLENN R
Form 4
November 23, 2004

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 *
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

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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.

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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)	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.