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SEARS ROEBUCK & CO  
Form SC 13G/A  
July 03, 2003

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

SCHEDULE 13G  
(AMENDMENT NO. 2) \*

Under the Securities Exchange Act of 1934\*

Sears, Roebuck and Co.

-----  
(Name of Issuer)

Common Stock, par value \$0.75 per share

-----  
(Title of Class of Securities)

812387-10-8

-----  
(CUSIP Number)

June 30, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

[ ] Rule 13d-1(b)  
[X] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.  
Haynes and Boone, LLP  
901 Main Street, Suite 3100  
Dallas, Texas 75202  
(214) 651-5562

SCHEDULE 13G

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CUSIP No. 812387-10-8  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
ESL Partners, L.P., a Delaware limited partnership  
22-2875193

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

	5	SOLE VOTING POWER	
			18,534,370
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			0
	7	SOLE DISPOSITIVE POWER	
			18,534,370
	8	SHARED DISPOSITIVE POWER	
			0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

ESL Limited, a Bermuda corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Bermuda

	5	SOLE VOTING POWER	
			2,319,114
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			0
	7	SOLE DISPOSITIVE POWER	
			2,319,114
	8	SHARED DISPOSITIVE POWER	
			0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1%

12 TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

ESL Institutional Partners, L.P., a Delaware limited  
partnership 06-1456821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

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Delaware

	5	SOLE VOTING POWER	697,119
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	697,119
	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
31,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
10.1%

12 TYPE OF REPORTING PERSON  
PN

CUSIP No. 812387-10-8

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ESL Investors, L.L.C., a Delaware limited liability company  
13-4095958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
8,073,364

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NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	7	SOLE DISPOSITIVE POWER
	8,073,364	
	8	SHARED DISPOSITIVE POWER
	0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 812387-10-8

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

KP I Partners, L.P., a Delaware limited partnership  
86-1069224

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

	5	SOLE VOTING POWER
	1,476,033	

NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING	0	

	7	SOLE DISPOSITIVE POWER
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PERSON  
WITH

1,476,033

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1%

12 TYPE OF REPORTING PERSON

PN

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Item 1(a) Name of Issuer:

Sears, Roebuck and Co.

Item 1(b) Address of Issuer's Principal Executive Offices:

3333 Beverly Road  
Hoffman Estates, IL 60179

Item 2(a) Names of Persons Filing:

ESL Partners, L.P.  
ESL Limited  
ESL Institutional Partners, L.P.  
ESL Investors, L.L.C.  
KP I Partners, L.P.

Item 2(b) Addresses of Principal Business Offices:

ESL Partners, L.P., ESL Institutional Partners, L.P.,  
ESL Investors, L.L.C., and KP I Partners, L.P.:  
200 Greenwich Avenue  
Greenwich, CT 06830

ESL Limited  
Hemisphere House  
9 Church Street  
Hamilton, Bermuda

Item 2(c) Citizenship:

ESL Partners, L.P. - Delaware

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ESL Limited - Bermuda  
ESL Institutional Partners, L.P. - Delaware  
ESL Investors, L.L.C. - Delaware  
KP I Partners, L.P. - Delaware

Item 2(d) Title of Class of Securities:  
  
Common Stock, par value \$0.75 per share

Item 2(e) CUSIP Number:  
  
812387-10-8

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Item 3 Status of Persons Filing:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g)  Apparent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

- (a) Amount Beneficially Owned: 31,100,000 shares of Common Stock, par value \$0.75 per share.

This statement is filed on behalf of a group consisting of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), and KP I Partners, L.P., a Delaware limited partnership ("KPI"), sometimes

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referred to collectively as the "ESL Reporting Group." The general partner of ESL is RBS Partners, L.P. (the "General Partner"). The general partner of the General Partner of ESL is ESL Investments, Inc., a Delaware corporation. ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), is the investment manager of Limited and the general partner of KPI. RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM"), is the general partner of Institutional. RBS Partners, L.P. is the manager of Investors. In the aforementioned capacities, ESL, Limited, Institutional, Investors and KPI each may be deemed to be the beneficial owner of the shares of Sears, Roebuck and Co. common stock beneficially owned by the other members of the group.

As of June 30, 2003, (i) ESL was the record owner of 18,534,370 shares of common stock of Sears, Roebuck and Co.; (ii) Limited was the record owner of 2,319,114 shares of common stock of Sears, Roebuck and Co.; (iii) Institutional was the record owner of 697,119 shares of common stock of Sears, Roebuck and Co.; (iv) Investors was the record owner of 8,073,364 shares of common stock of Sears, Roebuck and Co.; and (v) KPI was the record owner of 1,476,033 shares of common stock of Sears, Roebuck and Co.

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(b) Percent of Class: 10.1%.

(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) shared power to vote or to direct the vote: 0.

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the disposition of: 0.

Item 5 Ownership of 5% or Less of a Class:

Not applicable.

Item 6 Ownership of More than 5% on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

See Item 4(a).

Item 9 Notice of Dissolution of Group:



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Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 2, 2003

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner  
By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
President and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC,  
its investment manager

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,  
its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member

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ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager  
By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
President and Chief Operating Officer

KP I PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member

EXHIBITS

Exhibit 1 Joint Filing Agreement, dated as of June 30, 2003, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C. and KP I Partners, L.P.

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the common stock of Sears, Roebuck and Co., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of June 30, 2003.

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner  
By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
President and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC, its investment manager

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member

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ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
President and Chief Operating Officer

KP I PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member