



FORM 4

KMART HOLDING CORP – KMRT

Filed: January 05, 2004 (period: January 02, 2004)

Statement of changes in beneficial ownership of securities

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response	0.5

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

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

1. Name and Address of Reporting Person ESL INVESTMENTS INC			2. Issuer Name and Ticker or Trading Symbol KMART HOLDING CORP [KMRT-OB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2004		Director	<input checked="" type="checkbox"/> 10% Owner
200 GREENWICH AVENUE					Officer (give title below)	Other (specify below)
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
GREENWICH	CT	06830			Form filed by One Reporting Person	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> 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 Stock, par value \$0.01 per share	01/02/2004		J ⁽⁶⁾		1,188,615 ^{(1) (5) (6)}	A	\$ 672,027,638 ⁽⁶⁾	30,323,616 ^{(1) (5) (6)}	D	
Common Stock, par value \$0.01 per share	01/02/2004		J ⁽⁶⁾		1,188,615 ^{(2) (5) (6)}	A	\$ 672,027,638 ⁽⁶⁾	36,235,066 ^{(2) (5) (6)}	I	See ⁽⁵⁾
Common Stock, par value \$0.01 per share	01/02/2004		J ⁽⁶⁾		1,188,615 ^{(3) (5) (6)}	A	\$ 672,027,638 ⁽⁶⁾	40,324,292 ^{(3) (5) (6)}	I	See ⁽⁵⁾
Common Stock, par value \$0.01 per share	01/02/2004		J ⁽⁶⁾		1,188,615 ^{(4) (5) (6)}	A	\$ 672,027,638 ⁽⁶⁾	41,249,713 ^{(4) (5) (6)}	I	See ⁽⁵⁾

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830	X	X		
CRK PARTNERS LLC 200 GREENWICH AVE GREENWICH, CT 06830		X		
CRK PARTNERS II LP 200 GREENWICH AVE GREENWICH, CT 06830		X		

Explanation of Responses:

- These securities are owned by CRK Partners II, LP, a Delaware limited partnership ("CRK II")
- These securities may be deemed to be indirectly beneficially owned by CRK Partners, LLC, a Delaware limited liability company ("CRK LLC"). See note 5.
- These securities may be deemed to be indirectly beneficially owned by ESL Investments, Inc., a Delaware corporation ("ESL"). See note 5.
- These securities may be deemed to be indirectly beneficially owned by Edward S. Lampert. See note 5.
- This form 4 is filed on behalf of a group consisting of CRK II, ESL, CRK LLC and Edward S. Lampert. Pursuant to Rule 16a-1(a)(2), ESL, CRK LLC and Mr. Lampert may be deemed indirect beneficial owners of certain of the securities reported on this Form 4. CRK LLC is the general partner of CRK II. ESL is the managing member of CRK LLC. Mr. Lampert is a controlling stockholder of ESL and a director and Chairman of the Board of Kmart Holding Corporation. The securities reported as being owned by CRK II reflect the total amount of securities beneficially owned by CRK, II, which is greater than CRK LLC's, Mr. Lampert's or ESL's indirect pecuniary interest in such securities.
- The securities were received from Kmart Holding Corp. on account of trade vendor/lease rejection claims (and participations in such claims) held by CRK II in an amount equal to \$672,027,638. Pursuant to Kmart Corporation's Plan of Reorganization, CRK II has received other shares of Kmart Common Stock in the past (which acquisitions have been reported on Forms 3 and 4 previously filed by the Reporting Persons) and may receive further shares of Kmart Common Stock in the future on account of these same trade vendor/lease rejection claims as Kmart Holding Corp. continues to reconcile all trade vendor/lease rejection claims held by all persons.

[William C. Crowley, President of](#) [01/05/2004](#)
[ESL Investments, Inc. \(200](#)
[Greenwich Avenue, Greenwich, CT](#)

[06830](#))

** Signature of Reporting Person Date

[William C. Crowley, for CRK
Partners II, LP \(200 Greenwich
Avenue, Greenwich, CT 06830\)](#) [01/05/2004](#)

** Signature of Reporting Person Date

[William C. Crowley, for CRK
Partners, LLC \(200 Greenwich
Avenue, Greenwich, CT 06830\)](#) [01/05/2004](#)

** Signature of Reporting Person Date

[Edward S. Lampert \(200 Greenwich
Avenue, Greenwich, CT 06830\)](#) [01/05/2004](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.