



# **FORM 4/A**

**KMART HOLDING CORP – KMRT**

**Filed: August 26, 2003 (period: June 30, 2003)**

Amendment to a previously filed 4

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. 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

<b>1. Name and Address of Reporting Person*</b> ESL INVESTMENTS INC <hr/> (Last) (First) (Middle) 1 LAFAYETTE PL <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> KMART HOLDING CORP [KMRT-OB]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 06/30/2003	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> 07/02/2003	

**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	06/30/2003		J <sup>(7)</sup>		1,760,981 <sup>(1) (5) (6)</sup>	A	\$ 492,844,756 <sup>(7) (7)</sup>	28,593,855 <sup>(1) (5) (6)</sup>	D	
Common Stock, par value \$0.01 per share	06/30/2003		J <sup>(7)</sup>		1,760,981 <sup>(2) (5) (6)</sup>	A	\$ 492,844,756 <sup>(7) (7)</sup>	35,105,305 <sup>(2) (5) (6)</sup>	I	See <sup>(5)</sup>
Common Stock, par value \$0.01 per share	06/30/2003		J <sup>(7)</sup>		1,760,981 <sup>(3) (5) (6)</sup>	A	\$ 492,844,756 <sup>(7) (7)</sup>	38,594,531 <sup>(3) (5) (6)</sup>	I	See <sup>(5)</sup>
Common Stock, par value \$0.01 per share	06/30/2003		J <sup>(7)</sup>		1,760,981 <sup>(4) (5) (6)</sup>	A	\$ 492,844,756 <sup>(7) (7)</sup>	39,519,952 <sup>(4) (5) (6)</sup>	I	See <sup>(5)</sup>

**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 1 LAFAYETTE PL GREENWICH, CT 06830		X		
LAMPERT EDWARD S 1 FAFAYETTE PLACE 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 amended 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.
- Due to an error by the distribution agent, the aggregate number of shares of common stock, par value \$0.01 per share, of Kmart Holding Corp ("Kmart Common Stock") received by ESL, Edward Lampert, CRK LLC, CRK Partners, LP, CRK II, RBS Partners, LP, ESL Investors LLC, RBS Investment Management, LLC and ESL Institutional Partners, L.P was overstated in the Form 4 filed by the reporting persons on July 2, 2003 by an aggregate of 27,416 shares of Kmart Common Stock.
- The securities were received from Kmart Holding Corp. on account of trade vendor/lease rejection claims held by CRK II in an amount equal to \$492,844,756. Pursuant to Kmart Corporation's Plan of Reorganization, CRK II 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  
ESL Investments, Inc. \(200  
Greenwich Avenue, Greenwich, CT  
06830\)](#)      [08/25/2003](#)

** Signature of Reporting Person	Date
<a href="#">William C. Crowley, for CRK Partners II, LP (200 Greenwich Avenue, Greenwich, CT 06830)</a>	<a href="#">08/25/2003</a>
** Signature of Reporting Person	Date
<a href="#">William C. Crowley, for CRK Partners, LLC (200 Greenwich Avenue, Greenwich, CT 06830)</a>	<a href="#">08/25/2003</a>
** Signature of Reporting Person	Date
<a href="#">Edward S. Lampert (200 Greenwich Avenue, Greenwich, CT 06830)</a>	<a href="#">08/25/2003</a>
** 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.**