

Powell William A.
Form 4
January 31, 2019

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 *
Powell William A.

2. Issuer Name and Ticker or Trading Symbol
SEARS HOMETOWN & OUTLET STORES, INC. [SHOS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

(Last) (First) (Middle)
5500 TRILLIUM BOULEVARD, SUITE 501
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2019

HOFFMAN ESTATES, IL 60192

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/30/2019		M		16,667	A	\$ 0 (1)
Common Stock	01/30/2019		M		32,895	A	\$ 0 (1)
Common Stock	01/30/2019		D		49,562	D	\$ 2.1

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Phantom Stock (stock units)	\$ 0	01/30/2019		M	16,667	01/30/2019 ⁽²⁾ 01/30/2020 ⁽²⁾	Common Stock	16,667
Phantom Stock (stock units)	\$ 0	01/30/2019		A	32,895	01/30/2019 ⁽³⁾ 01/30/2021 ⁽³⁾	Common Stock	32,895

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powell William A. 5500 TRILLIUM BOULEVARD SUITE 501 HOFFMAN ESTATES, IL 60192	X		CEO and President	

Signatures

By: /s/ Charles J. Hansen, as Attorney-in-Fact for William A. Powell 01/31/2019

__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) Each share of Phantom Stock (stock unit) is the economic equivalent of one share of the Company's common stock and is exercisable solely for cash.
- (2) These shares of Phantom Stock (stock units) vested on 1-30-19 in accordance with their terms. The remaining shares of Phantom Stock (stock units) with respect to this grant vest on 1-30-20.
- (3)

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These shares of Phantom Stock (stock units) vested on 1-30-19 in accordance with their terms. The remaining shares of Phantom Stock (stock units) with respect to this grant vest one-half on 1-30-20 and the other half on 1-30-21.

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.