

Powell William A.  
Form 4  
January 31, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(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)

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

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

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) CEO and President

(Street)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price (1)		
Common Stock	01/30/2019		M		16,667 A \$ 0 (1)	71,667	D
Common Stock	01/30/2019		M		32,895 A \$ 0 (1)	104,562	D
Common Stock	01/30/2019		D		49,562 D \$ 2.1	55,000	D

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 <sup>(2)</sup> 01/30/2020 <sup>(2)</sup>	Common Stock	16,667
Phantom Stock (stock units)	\$ 0	01/30/2019		A	32,895	01/30/2019 <sup>(3)</sup> 01/30/2021 <sup>(3)</sup>	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.

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