

NOLAN JAMES W
Form 4/A
September 08, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOLAN JAMES W

(Last) (First) (Middle)

C/O SARA LEE
CORPORATION, 70 W. MADISON
STREET

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LEE SARA CORP [SLE]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/29/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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)
common stock	08/25/2005		A	(A) or (D) Amount 30,067 (1) Price \$ 19.54	52,014 (2) (3)	D	

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)
employee stock option (right to buy)	\$ 19.54	08/25/2005		A	68,383	08/25/2006 ⁽⁴⁾ 08/25/2015	common stock 68,38

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NOLAN JAMES W C/O SARA LEE CORPORATION 70 W. MADISON STREET CHICAGO, IL 60602	Senior Vice President

Signatures

/s/ Helen N. Kaminski For James W. Nolan pursuant to power of attorney previously filed. 09/08/2005

__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) Award of restricted stock units (RSUs) that may be settled only for shares of common stock on a one-for-one basis. The RSUs will vest in three equal annual installments on August 31, 2006, 2007 and 2008, subject to continued employment with Sara Lee.
- (2) Includes 51,867 restricted stock units that may be settled only for shares of common stock. Restricted stock units generally vest one to five years after the grant date and, upon vesting, are convertible into shares of common stock on a one-for-one basis.
- (3) Includes 147 shares acquired as a participant in the Sara Lee Corporation employee stock purchase plan.
- (4) Option vests in three equal annual installments on each of August 25, 2006, 2007 and 2008 and expires 10 years after the date of grant.

Remarks:

This amendment corrects the Form 4 filed on August 29, 2005, which reported incorrect numbers of shares for the RSU and th

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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