

NOLAN JAMES W  
Form 4/A  
September 08, 2005

**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 \*  
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)<br>Code V Amount Price<br>A 30,067 \$<br>(1) 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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SEC 1474 (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 <sup>(4)</sup> 08/25/2015                     | common stock 68,383   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| NOLAN JAMES W<br>C/O SARA LEE CORPORATION<br>70 W. MADISON STREET<br>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

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