

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

OMB APPROVAL
OMB NUMBER: 3235-0104
EXPIRES:
JANUARY 31, 2005
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE..... 0.5

INITIAL STATEMENT OF
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(f) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person

SEARS, ROEBUCK AND CO.

(Last) (First) (Middle)

3333 Beverly Road

(Street)

Hoffman Estates IL 60179

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/12/02

3. I.R.S. Identification Number of Reporting Person, if an entity
(voluntary)
36-1750680

4. Issuer Name and Ticker or Trading Symbol

Lands' End, Inc. ("LE")

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

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person

X Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$.01 par value	16,461,214	D	

=====

TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

----- Date Exercisable	----- Expiration Date
---------------------------	--------------------------

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

----- Title	----- Amount or Number of Shares
----------------	-------------------------------------

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct(D) or Indirect(I)
(Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

=====

EXPLANATION OF RESPONSES:

On May 12, 2002, Sears, Roebuck and Co. ("Sears") entered into an Acquisition Agreement and Agreement and Plan of Merger, dated as of May 12, 2002 (the "Merger Agreement"), with Inlet Acquisition Corp. (the "Purchaser") and Lands' End, Inc. (the "Company"). In connection with the execution of the Merger Agreement, Sears and the Purchaser entered into Tender Agreements, each dated as of May 12, 2002 (the "Tender Agreements"), with certain stockholders of the Company, including Mr. Gary C. Comer, founder and Chairman of the Company and the Richard C. Anderson Trust, which is associated with Mr. Richard C. Anderson, the Vice Chairman of the Company. Pursuant to the Tender Agreements, the Tendering Stockholders have agreed, among other things, to tender their shares of common stock, \$.01 par value per share (the "Shares"), of the Company to the Purchaser in its cash tender offer for 100% of the issued and outstanding shares of the Company (the "Offer"), and have granted Sears a purchase option on their Shares at the price of \$62.00 per Share which is exercisable upon certain circumstances. Approximately 55% of the outstanding Shares are subject to the Tender Agreements. Beneficial ownership of the Shares referred to herein is being reported solely because the reporting person may be deemed to have beneficial ownership of such Shares as a result of the Tender Agreements. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Sears nor the Purchaser that it is the beneficial owner of any of Shares referred to herein and such beneficial ownership is expressly disclaimed.

/s/ Glenn R. Richter
Senior Vice President, Finance
on behalf of Sears, Roebuck and Co.

05/21/02

** SIGNATURE OF REPORTING PERSON

DATE

** 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.

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.
=====

Page 3 of 4

Joint Filer Information

Name: Inlet Acquisition Corp.
Address: c/o Sears, Roebuck and Co.
3333 Beverly Road
Hoffman Estates, Illinois 60179
Designated Filer: Sears, Roebuck and Co.
Issuer and Ticker Symbol: Lands' End, Inc. (LE)
Date of Event Requiring
Statement: 05/12/02
Signature: INLET ACQUISITION CORP.

/s/ W. Anthony Will

By: W. Anthony Will

Title Vice President and Treasurer

Date: 05/21/02

Page 4 of 4