

ORCHARD SUPPLY HARDWARE STORES CORP
Form 4
June 26, 2012

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 *
LAMPERT EDWARD S

2. Issuer Name and Ticker or Trading Symbol
ORCHARD SUPPLY HARDWARE STORES CORP [OSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1170 KANE CONCOURSE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
BAY HARBOUR, FL 33154

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)
				(A) or (D)	Price		
Series A Preferred Stock					1,721,077	I	See Footnotes (1) (7)
Series A Preferred Stock	06/22/2012		P	218,967	\$ 1.55	D	(4) (7)
Series A Preferred Stock					462	I	See Footnotes (5) (7)
Series A Preferred Stock					33	I	See

Preferred
Stock

Footnotes
(6) (7)

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 1170 KANE CONCOURSE SUITE 200 BAY HARBOUR, FL 33154		X		

Signatures

/s/ Edward S.
Lampert

06/26/2012

**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) These securities are held by ESL Partners, L.P. ("Partners").
- (2) This price represents the price per share of preferred stock of Orchard Supply Hardware Stores Corporation, par value \$0.00001 per share, of private sales to Mr. Lampert.

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- (3) This total includes 3,521 shares that were transferred on January 3, 2012 from a grantor retained annuity trust of which Mr. Lampert was the trustee.
- (4) These securities are held by Mr. Lampert.
- (5) These securities are held by ESL Institutional Partners, L.P. ("Institutional").
- (6) These securities are held by CRK Partners, LLC ("CRK").

- This Form 4 is filed on behalf of Mr. Lampert. RBS Partners, L.P. ("RBS") is the general partner of Partners. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional. ESL Investments, Inc. ("Investments") is the general partner of RBS and the managing member of CRK and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (7)

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), the Reporting Person

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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