

ORCHARD SUPPLY HARDWARE STORES CORP

Form 4

November 28, 2012

FORM 4UNITED 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 *
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)
11/26/2012

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

BAY HARBOR, FL 33154

(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 | | | |
| Class A Common Stock | 11/26/2012 | | <u>J⁽¹⁾</u> | | <u>495,212⁽¹⁾</u> | D <u>\$ 0⁽¹⁾</u> | 1,182,621 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Series A Preferred Stock | 11/26/2012 | | <u>J⁽⁴⁾</u> | | <u>533,055⁽⁴⁾</u> | D <u>\$ 0⁽⁴⁾</u> | 1,272,991 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Class A Common Stock | | | | | | | 767,353 | D <u>(3)</u> <u>(5)</u> | |
| Series A | | | | | | | 1,140,070 | D ⁽³⁾ ⁽⁵⁾ | |

Preferred
StockClass A
Common
StockSeries A
Preferred
StockClass A
Common
StockSeries A
Preferred
Stock

454

I

See
Footnotes
(3) (6)

462

I

See
Footnotes
(3) (6)

32

I

See
Footnotes
(3) (7)

33

I

See
Footnotes
(3) (7)

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 displays a currently valid OMB control number.

SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | 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 HARBOR, FL 33154 | X |

ESL PARTNERS, L.P.
1170 KANE CONCOURSE, SUITE 200 X
BAY HARBOR, FL 33154

RBS PARTNERS L P /CT
1170 KANE CONCOURSE, SUITE 200 X
BAY HARBOR, FL 33154

ESL INVESTMENTS INC
1170 KANE CONCOURSE, SUITE 200 X
BAY HARBOR, FL 33154

Signatures

/s/ Edward S. Lampert 11/28/2012

__Signature of Reporting Person

Date

/s/ Edward S. Lampert, Chief Executive Officer, ESL Investments, Inc., as general partner of RBS Partners, L.P., as general partner for ESL PARTNERS, L.P. 11/28/2012

__Signature of Reporting Person

Date

/s/ Edward S. Lampert, Chief Executive Officer, ESL Investments, Inc., as general partner for RBS PARTNERS, L.P. 11/28/2012

__Signature of Reporting Person

Date

/s/ Edward S. Lampert, Chief Executive Officer for ESL INVESTMENTS, INC. 11/28/2012

__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) ESL Partners, L.P. ("Partners") distributed these shares of Class A Common Stock, par value \$0.01 per share, of Orchard Supply Hardware Stores Corporation (the "Issuer") on a pro rata basis to limited partners that elected in 2012 to redeem all or a portion of their interest in Partners.
- (2) These securities are held by Partners.
- (3) This Form 4 is filed on behalf of Mr. Lampert, Partners, RBS Partners, L.P. ("RBS") and ESL Investments, Inc. ("Investments"). RBS is the general partner of Partners. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of ESL Institutional Partners, L.P. ("Institutional"). Investments is the general partner of RBS and the managing member of CRK Partners, LLC ("CRK") and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (4) Partners distributed these shares of Series A Preferred Stock, par value \$0.00001 per share, of the Issuer on a pro rata basis to limited partners that elected in 2012 to redeem all or a portion of their interest in Partners.
- (5) These securities are held by Mr. Lampert.
- (6) These securities are held by Institutional.
- (7) These securities are held by CRK.

Remarks:

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