

ORCHARD SUPPLY HARDWARE STORES CORP

Form 4

November 28, 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)  
11/26/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BAY HARBOR, FL 33154

\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/26/2012		J(1)		495,212 (1)	D	\$ 0 (1)
Series A Preferred Stock	11/26/2012		J(4)		533,055 (4)	D	\$ 0 (4)
Class A Common Stock							767,353
Series A							1,140,070

See Footnotes (2) (3)

See Footnotes (2) (3)

D (3) (5)

D (3) (5)

Preferred Stock			
Class A Common Stock	454	I	See Footnotes (3) (6)
Series A Preferred Stock	462	I	See Footnotes (3) (6)
Class A Common Stock	32	I	See Footnotes (3) (7)
Series A Preferred Stock	33	I	See Footnotes (3) (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. Nu
				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 BAY HARBOR, FL 33154	X
RBS PARTNERS L P /CT 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154	X
ESL INVESTMENTS INC 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154	X

## 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.

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