

ORCHARD SUPPLY HARDWARE STORES CORP

Form 4

June 12, 2013

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2013

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

BAY HARBOR, 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
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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock	06/10/2013		J ⁽¹⁾	197,166	D \$ 0	285,064	I	See Footnotes (2) (3) (4) (5) (6)
Class A Common Stock	06/10/2013		S	74,772	D \$ 2.52	210,292	I	See Footnotes (2) (3) (4) (5) (6)
Class A Common Stock	06/10/2013		S	66	D \$ 2.52	149	I	See Footnotes (2) (3) (4) (5)

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							<u>(8)</u>	
Class A Common Stock	06/10/2013	S	5	D	\$ 2.52 <u>(7)</u>	12	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	06/10/2013	S	210,966	D	\$ 2.52 <u>(7)</u>	232,324	D	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A Common Stock	06/11/2013	S	11,793	D	\$ 2.51 <u>(10)</u>	198,499	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common Stock	06/11/2013	S	8	D	\$ 2.51 <u>(10)</u>	141	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(8)</u>
Class A Common Stock	06/11/2013	S	1	D	\$ 2.51 <u>(10)</u>	11	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	06/11/2013	S	13,314	D	\$ 2.51 <u>(10)</u>	219,010	D	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Series A Preferred Stock	06/10/2013	<u>J</u> ⁽¹¹⁾	519,972	D	\$ 0	751,771	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Series A Preferred Stock						461	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(8)</u>
Series A Preferred Stock						33	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(9)</u>
Series A Preferred Stock						1,131,419	D	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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 Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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 INSTITUTIONAL PARTNERS LP 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154		X		
RBS INVESTMENT MANAGEMENT LLC 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154		X		
CRK PARTNERS LLC 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154		X		
ESL INVESTMENTS INC 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154		X		

Signatures

EDWARD S. LAMPERT, By: /s/ Edward S. Lampert	06/12/2013
__Signature of Reporting Person	Date
ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	06/12/2013
__Signature of Reporting Person	Date
RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	06/12/2013
__Signature of Reporting Person	Date
ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., Its: General Partner, By: ESL Investments, Inc., Its: Manager, By:/s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	06/12/2013
__Signature of Reporting Person	Date
RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	06/12/2013
__Signature of Reporting Person	Date
CRK PARTNERS, LLC, By: ESL Investments, Inc., Its: Sole Member, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	06/12/2013
__Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	06/12/2013
__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) Represents shares of class A common stock of Orchard Supply Hardware Stores Corporation (the "Issuer"), par value \$0.01 per share, that were distributed by ESL Partners, L.P. ("Partners") on a pro rata basis to limited partners that elected to redeem all or a portion of their interest in Partners in June 2013.
 - (2) This statement is jointly filed by and on behalf of each of Edward S. Lampert, Partners, RBS Partners, L.P. ("RBS"), ESL Institutional Partners, L.P. ("Institutional"), RBS Investment Management, L.L.C. ("RBSIM"), CRK Partners, LLC ("CRK") and ESL Investments, Inc. ("Investments"). Mr. Lampert, Partners, Institutional and CRK are the direct beneficial owners of the securities covered by this statement.
 - (3) RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners. RBSIM is the general partner of, and may be deemed to beneficially own securities owned by, Institutional. Investments is the general partner of RBS, the sole member of CRK and the manager of RBSIM. Investments may be deemed to beneficially own securities owned by RBS, CRK and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, Investments.
 - (4) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
 - (5) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other

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purpose, a member of a group with respect to the Issuer or securities of the Issuer.

- (6) Represents shares directly beneficially owned by Partners.

This price represents the approximate weighted average price per share of sales that were executed at prices ranging from \$2.50 to \$2.60 per share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

- (8) Represents shares directly beneficially owned by Institutional.

- (9) Represents shares directly beneficially owned by CRK.

This price represents the approximate weighted average price per share of sales that were executed at prices ranging from \$2.50 to \$2.54 per share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

- (11) Represents shares of series A preferred stock of the Issuer, par value \$0.00001 per share, that were distributed by Partners on a pro rata basis to limited partners that elected to redeem all or a portion of their interest in Partners in June 2013.

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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.