

ORCHARD SUPPLY HARDWARE STORES CORP

Form 4

March 14, 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)

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

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

200 GREENWICH AVENUE

03/12/2012

(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

GREENWICH, CT 06830

(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 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	03/12/2012		S		2,205	D	\$ 24.39 ⁽¹⁾
							1,718,872
						I	See Footnotes ⁽²⁾ ⁽⁸⁾
Class A Common Stock	03/12/2012		S		168	D	\$ 24.39 ⁽¹⁾
							770,480 ⁽³⁾
						D ⁽⁴⁾ ⁽⁸⁾	
Class A Common Stock	03/13/2012		S		1,859	D	\$ 24.1 ⁽⁵⁾
							1,717,013
						I	See Footnotes ⁽²⁾ ⁽⁸⁾
Class A Common	03/13/2012		S		142	D	\$ 24.1 ⁽⁵⁾
							770,338 ⁽³⁾
						D ⁽⁴⁾ ⁽⁸⁾	

Stock				
Series A Preferred Stock	1,721,077	I		See Footnotes <u>(2)</u> <u>(8)</u>
Series A Preferred Stock	770,648 ⁽³⁾	D ⁽⁴⁾ ⁽⁸⁾		
Class A Common Stock	462	I		See Footnotes <u>(6)</u> <u>(8)</u>
Series A Preferred Stock	462	I		See Footnotes <u>(6)</u> <u>(8)</u>
Class A Common Stock	33	I		See Footnotes <u>(7)</u> <u>(8)</u>
Series A Preferred Stock	33	I		See Footnotes <u>(7)</u> <u>(8)</u>

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

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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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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- (6) These securities are held by ESL Institutional Partners, L.P. ("Institutional").
- (7) These securities are held by CRK Partners, LLC ("CRK").

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

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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