

ESL INVESTORS LLC
 Form 3
 December 21, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

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|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LAMPERT EDWARD S</p> <p>(Last) (First) (Middle)</p> <p>200 GREENWICH AVENUE</p> <p>(Street)</p> <p>GREENWICH,Â CTÂ 06830</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/21/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ORCHARD SUPPLY HARDWARE STORES CORP [OSH]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 1,721,077 | I | See Footnotes <u>(1)</u> <u>(7)</u> |
| Series A Preferred Stock | 1,721,077 | I | See Footnotes <u>(1)</u> <u>(7)</u> |
| Class A Common Stock | 454,391 | I | See Footnotes <u>(2)</u> <u>(7)</u> |
| Series A Preferred Stock | 454,391 | I | See Footnotes <u>(2)</u> <u>(7)</u> |
| Class A Common Stock | 462 | I | See Footnotes <u>(3)</u> <u>(7)</u> |
| Series A Preferred Stock | 462 | I | See Footnotes <u>(3)</u> <u>(7)</u> |
| Class A Common Stock | 33 | I | See Footnotes <u>(4)</u> <u>(7)</u> |
| Series A Preferred Stock | 33 | I | See Footnotes <u>(4)</u> <u>(7)</u> |
| Class A Common Stock | 3,521 | I | See Footnotes <u>(5)</u> <u>(7)</u> |
| Series A Preferred Stock | 3,521 | I | See Footnotes <u>(5)</u> <u>(7)</u> |
| Class A Common Stock | 767,127 | D <u>(6)</u> <u>(7)</u> | Â |

Series A Preferred Stock 767,127 D (6) (7) Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | 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 200 GREENWICH AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| RBS PARTNERS L P /CT ONE LAFAYETTE PLACE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830 | Â | Â X | Â | Â |

Signatures

EDWARD S. LAMPERT, /s/ Adrian J. Maizey, by power of attorney 12/21/2011
 **Signature of Reporting Person Date

ESL INVESTMENTS, INC., By Adrian J. Maizey, Chief Financial Officer, /s/ Adrian J. Maizey 12/21/2011
 **Signature of Reporting Person Date

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| | |
|---|------------|
| RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: Adrian J. Maizey, Chief Financial Officer, /s/ Adrian J. Maizey | 12/21/2011 |
| **Signature of Reporting Person | Date |
| ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general partner, By Adrian J. Maizey, Chief Financial Officer, /s/ Adrian J. Maizey | 12/21/2011 |
| **Signature of Reporting Person | Date |
| ESL INVESTORS, L.L.C., By: RBS Partners, L.P., as its manager, By: ESL Investments, Inc., as its general partner, By Adrian J. Maizey, Chief Financial Officer, /s/ Adrian J. Maizey | 12/21/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (3) These securities are held by ESL Institutional Partners, L.P. ("Institutional").
- (4) These securities are held by CRK Partners, LLC ("CRK").
- (5) These securities are held in a grantor retained annuity trust, of which Mr. Lampert is the trustee.
- (6) These securities are held by Mr. Lampert.
- (7) This Form 3 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("RBS"), Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. 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.

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Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of their interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission to the ownership of the securities reported herein for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein.

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.