

MANNING PATRICK T
 Form 4
 August 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
 MANNING PATRICK T

2. Issuer Name and Ticker or Trading Symbol
 STERLING CONSTRUCTION CO INC [STRL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 20810 FERNBUSH LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

HOUSTON, TX 77073
 (City) (State) (Zip)

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

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

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)
				(A) or (D) Price			
			Code V	Amount (D)	\$		
Common stock	08/28/2008		A	10,000	1.5	D	

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to purchase common stock	\$ 1.5	08/28/2008		S	10,000	07/18/2001	07/13/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING PATRICK T 20810 FERNBUSH LANE HOUSTON, TX 77073	X		Chief Executive Officer	

Signatures

/s/ Roger M. Barzun under a Power of Attorney

08/28/2008

__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) The warrants were issued to the reporting person as partial consideration for the purchase of his shares of the entity now known as Texas Sterling Construction Co.

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.

/s/ Mark Skaletsky

Director

November 30, 2007

Mark Skaletsky

/s/ Joseph J. Villafranca

Director

November 30, 2007

Joseph J. Villafranca

Richard J. Wallace

Director

EXHIBIT INDEX

Exhibit No.		Description
23.1*	Consent of Ernst & Young LLP	

* Filed herewith

4

left>

36.0%

24,251

0

24,251

0

RBS Partners, L.P.

16,925,308 (1)

36.0%

10,760,024 (3)

0

10,760,024 (3)

0

Explanation of Responses:

ESL Investments, Inc.

16,925,308 (1)

36.0%

12,761,813 (4)

0

12,761,813 (4)

0

Edward S. Lampert

16,925,308 (1)

36.0%

16,884,211 (5)

Explanation of Responses:

0

14,022,632 (6)

0

William C. Crowley

16,925,308 (1)

36.0%

41,097 (7)

0

24,251 (6)

0

- (1) This number consists of 8,286,805 Shares held by Partners, 1,789 Shares held by Institutional, 2,473,219 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 24,251 Shares held by Tynan, 16,846 shares held by Mr. Crowley, 4,104,329 Shares held by Mr. Lampert and 18,069 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.
- (2) This number consists of 1,789 Shares held by Institutional.
- (3) This number consists of 8,286,805 Shares held by Partners and 2,473,219 Shares held in an account established by the investment member of Investors.
- (4) This number consists of 8,286,805 Shares held by Partners, 1,789 Shares held by Institutional, 2,473,219 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (5) This number consists of 8,286,805 Shares held by Partners, 1,789 Shares held by Institutional, 2,473,219 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 4,104,329 Shares held by Mr. Lampert and 18,069 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.
- (6) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (7) This number consists of 24,251 Shares held by Tynan and 16,846 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 9,526 Shares.

- (c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since June 30, 2010, the date of the last Amendment on Schedule 13D by the Filing Persons.
- (d) Not applicable.
- (e) Not applicable.
-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 23, 2010

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley
Title: Manager

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Explanation of Responses:

Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

ANNEX A

Recent Transactions by the Filing Persons in the Securities of AutoZONE, Inc.

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Weighted Average Price per Share (\$)
ESL Partners, L.P.	7/14/2010	Open Market Sales	68,624	205.00
ESL Partners, L.P.	7/15/2010	Open Market Sales	94,277	205.03
ESL Partners, L.P.	7/21/2010	Open Market Sales	25,374	207.56
ESL Partners, L.P.	7/22/2010	Open Market Sales	161,046	207.18
ESL Partners, L.P.	7/23/2010	Open Market Sales	247,368	207.05
Account established by the investment member of ESL Investors, L.L.C.	7/14/2010	Open Market Sales		
			20,481	205.00
Account established by the investment member of ESL Investors, L.L.C.	7/15/2010	Open Market Sales		
			28,137	205.03
Account established by the investment member of ESL Investors, L.L.C.	7/21/2010	Open Market Sales		
			7,573	207.56
Account established by the investment member of ESL Investors, L.L.C.	7/22/2010	Open Market Sales		
			48,064	207.18
Account established by the investment member of ESL Investors, L.L.C.	7/23/2010	Open Market Sales		
			73,828	207.05
ESL Institutional Partners, L.P.	7/14/2010	Open Market Sales	15	205.00
ESL Institutional Partners, L.P.	7/15/2010	Open Market Sales	20	205.03
ESL Institutional Partners, L.P.	7/21/2010	Open Market Sales	5	207.56
ESL Institutional Partners, L.P.	7/22/2010	Open Market Sales	35	207.18
ESL Institutional Partners, L.P.	7/23/2010	Open Market Sales	53	207.05
Edward S. Lampert	7/14/2010	Open Market Sales	33,989	205.00
Edward S. Lampert	7/15/2010	Open Market Sales	46,693	205.03
Edward S. Lampert.	7/21/2010	Open Market Sales	12,567	207.56
Edward S. Lampert	7/22/2010	Open Market Sales	79,764	207.18
Edward S. Lampert	7/23/2010	Open Market Sales	122,518	207.05
Edward & Kinga Lampert Foundation	7/14/2010	Open Market Sales	150	205.00
Edward & Kinga Lampert Foundation	7/15/2010	Open Market Sales	206	205.03
Edward & Kinga Lampert Foundation	7/21/2010	Open Market Sales	55	207.56

Explanation of Responses:

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Edward & Kinga Lampert Foundation	7/22/2010	Open Market Sales	351	207.18
Edward & Kinga Lampert Foundation	7/23/2010	Open Market Sales	539	207.05

Tynan, LLC ¹	7/14/2010	Open Market Sales	201	205.00
Tynan, LLC ¹	7/15/2010	Open Market Sales	276	205.03
Tynan, LLC ¹	7/21/2010	Open Market Sales	74	207.56
Tynan, LLC ¹	7/22/2010	Open Market Sales	471	207.18
Tynan, LLC ¹	7/23/2010	Open Market Sales	724	207.05
William C. Crowley	7/14/2010	Open Market Sales	140	205.00
William C. Crowley	7/15/2010	Open Market Sales	192	205.03
William C. Crowley	7/21/2010	Open Market Sales	52	207.56
William C. Crowley	7/22/2010	Open Market Sales	327	207.18
William C. Crowley	7/23/2010	Open Market Sales	503	207.05

[1]William C. Crowley is the sole manager of and a member of Tynan, LLC
