

RBS INVESTMENT MANAGEMENT LLC  
 Form 3/A  
 March 14, 2012

**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)

|  |   |  |  |
|--|---|--|--|
| <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 <b>and</b> 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<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/21/2011</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LAMPERT EDWARD S<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830              | Â             | Â X       | Â       | Â     |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830           | Â             | Â X       | Â       | Â     |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830          | Â             | Â X       | Â       | Â     |
| ESL PARTNERS, L.P.<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830            | Â             | Â X       | Â       | Â     |
| ESL INVESTORS LLC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830             | Â             | Â X       | Â       | Â     |
| ESL INSTITUTIONAL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 | Â             | Â X       | Â       | Â     |
| CRK PARTNERS LLC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830              | Â             | Â X       | Â       | Â     |
| RBS INVESTMENT MANAGEMENT LLC  | Â             | Â X       | Â       | Â     |

200 GREENWICH AVENUE  
GREENWICH, CT 06830

## Signatures

|   |            |
|---|------------|
| EDWARD S. LAMPERT /s/ Edward S. Lampert   | 03/14/2012 |
| __Signature of Reporting Person   | Date       |
| ESL INVESTMENTS, INC. By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer  | 03/14/2012 |
| __Signature of Reporting Person   | Date       |
| 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   | 03/14/2012 |
| __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: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer                      | 03/14/2012 |
| __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: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer                           | 03/14/2012 |
| __Signature of Reporting Person   | Date       |
| 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 | 03/14/2012 |
| __Signature of Reporting Person   | Date       |
| CRK PARTNERS, LLC By: ESL Investments, Inc., as its manager By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer  | 03/14/2012 |
| __Signature of Reporting Person   | Date       |
| 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  | 03/14/2012 |
| __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"), RBS Investment Management, L.L.C. ("RBSIM"), Partners, Investors, Institutional and CRK. RBS is the general partner of Partners and the managing member of Investors. 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")

This amendment is being filed to add Institutional, RBSIM and CRK as Reporting Persons. The

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.