

ORCHARD SUPPLY HARDWARE STORES CORP

Form 4

June 25, 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 *
ROSE KAREN M

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)

06/21/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O ORCHARD SUPPLY
HARDWARE STORES
CORP., 6450 VIA DEL ORO

(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
☐ Form filed by More than One Reporting
Person

SAN JOSE, CA 95119

(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)			
Class A Common Stock ⁽¹⁾	06/21/2012		A	3,009	A \$ 0 4,156	D	
Class A Common Stock ⁽²⁾	06/21/2012		A	1,505	A \$ 0 5,661	D	

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROSE KAREN M
C/O ORCHARD SUPPLY HARDWARE STORES CORP.
6450 VIA DEL ORO
SAN JOSE, CA 95119

X

Signatures

/s/ Michael W. Fox, by Power of
Attorney

06/25/2012

__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 reporting individual received a restricted stock award of 3,009 shares under the Orchard Supply Hardware Stores Corporation Director Compensation Policy, of which 753 shares shall vest on September 21, 2012, 752 shares shall vest on December 21, 2012, 752 shares shall vest on March 21, 2013 and 752 shares shall vest on June 21, 2013 or the date of the Company's 2013 annual meeting of stockholders.

(2) This grant was issued pursuant to an election to receive shares of Orchard Supply Hardware Stores Corporation Class A Common Stock in lieu of the cash portion of director compensation under the Orchard Supply Hardware Stores Corporation Director Compensation Policy. Of such grant, 377 shares shall vest on September 21, 2012, 376 shares shall vest on December 21, 2012, 376 shares shall vest on March 21, 2013 and 376 shares shall vest on June 21, 2013 or the date of the Company's 2013 annual meeting of stockholders.

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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