

ORCHARD SUPPLY HARDWARE STORES CORP  
 Form 4  
 June 25, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**CROWLEY WILLIAM C**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock <sup>(1)</sup>	06/21/2012		A		3,009	A \$ 0	5,020	D	
Class A Common Stock <sup>(2)</sup>	06/21/2012		A		3,009	A \$ 0	8,029	D	
Class A Common Stock							4,274	I	See Footnote <sup>(3)</sup>



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stockholders.

- 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, 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) Represents securities directly held by Tynan, LLC ("Tynan"). The reporting individual is the manager and a member of, and may be deemed to beneficially own securities owned by, Tynan.
  - (3) These shares are held in a grantor retained annuity trust, of which the reporting individual is the trustee.

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.