

OVERSEAS SHIPHOLDING GROUP INC

Form 4

June 05, 2014

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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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 *
FLINTER HENRY P2. Issuer Name and Ticker or Trading
Symbol
OVERSEAS SHIPHOLDING
GROUP INC [OSGIQ]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO HARBOUR PLACE, 302
KNIGHT RUN AVENUE - SUITE
12003. Date of Earliest Transaction
(Month/Day/Year)
06/03/2014____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP & Head of US Flag SBU

(Street)

TAMPA, FL 33602

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$1.00 per share	06/03/2014		S		5,173	D	\$ 5.85	10,026	D
Common Stock, par value \$1.00 per share	06/03/2014		S		2,356	D	\$ 5.9	7,670 <u>(1)</u>	D

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Common
Stock, par
value 06/03/2014 S 213.83
(2) D \$ 5.85 0 (2) I (2) (2)
\$1.00 per
share

Common
Stock, par
value 06/03/2014 S 2,942
(3) D \$ 6.7949 0 (3) I (3) (3)
\$1.00 per
share

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

FLINTER HENRY P
TWO HARBOUR PLACE
302 KNIGHT RUN AVENUE - SUITE 1200
TAMPA, FL 33602

VP & Head of US Flag SBU

Signatures

/s/James I. Edelson, Attorney-in-Fact, pursuant to power of attorney previously
filed

06/05/2014

**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) Of these 7,670 shares of common stock, 5,359 are subject to vesting restrictions.

(2) The reporting person indirectly owned these 213.83 shares of Common Stock through the Overseas Shipholding Group, Inc. 2000 Employee Stock Ownership Plan.

(3) The reporting person indirectly owned these 2,942 shares of Common Stock through the OSG Ship Management, Inc. Savings Plan.

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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