

Dufrene Andy  
Form 4  
June 04, 2009

**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 \*  
Dufrene Andy

2. Issuer Name and Ticker or Trading Symbol  
OMNI ENERGY SERVICES CORP  
[OMNI]

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

(Last) (First) (Middle)  
130 BOCAGE DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/29/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP - Offshore Operations

HOUMA, LA 70360  
(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3)           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code V | (A) or (D) (Instr. 3, 4, and 5) | (A)    | (D)    | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|----------------------|------------------------------|------------------|-------------------|---------------------------------|--------|--------|------------------|-----------------|--------------|----------------------------|
| Company Stock Option | \$ 2.59                      | 05/29/2009       | J <sup>(1)</sup>  |                                 |        | 6,000  | <sup>(2)</sup>   | 07/28/2015      | Common Stock | 6,000                      |
| Company Stock Option | \$ 2.6                       | 05/29/2009       | J <sup>(1)</sup>  |                                 |        | 3,000  | <sup>(3)</sup>   | 11/17/2015      | Common Stock | 3,000                      |
| Company Stock Option | \$ 5.14                      | 05/29/2009       | J <sup>(1)</sup>  |                                 |        | 7,500  | <sup>(4)</sup>   | 04/11/2016      | Common Stock | 7,500                      |
| Company Stock Option | \$ 10.04                     | 05/29/2009       | J <sup>(1)</sup>  |                                 |        | 20,000 | <sup>(5)</sup>   | 04/17/2017      | Common Stock | 20,000                     |
| Company Stock Option | \$ 5.75                      | 05/29/2009       | J <sup>(1)</sup>  |                                 |        | 25,000 | <sup>(6)</sup>   | 12/12/2017      | Common Stock | 25,000                     |
| Company Stock Option | \$ 4.81                      | 05/29/2009       | J <sup>(1)</sup>  |                                 |        | 20,000 | <sup>(7)</sup>   | 05/15/2018      | Common Stock | 20,000                     |
| Company Stock Option | \$ 2.28                      | 05/29/2009       | J <sup>(1)</sup>  |                                 | 5,770  |        | <sup>(2)</sup>   | 07/28/2015      | Common Stock | 5,770                      |
| Company Stock Option | \$ 2.28                      | 05/29/2009       | J <sup>(1)</sup>  |                                 | 2,888  |        | <sup>(3)</sup>   | 11/17/2015      | Common Stock | 2,888                      |
| Company Stock Option | \$ 2.28                      | 05/29/2009       | J <sup>(1)</sup>  |                                 | 5,775  |        | <sup>(4)</sup>   | 04/11/2016      | Common Stock | 5,775                      |
| Company Stock Option | \$ 2.28                      | 05/29/2009       | J <sup>(1)</sup>  |                                 | 12,468 |        | <sup>(5)</sup>   | 04/17/2017      | Common Stock | 12,468                     |
| Company Stock Option | \$ 2.28                      | 05/29/2009       | J <sup>(1)</sup>  |                                 | 19,738 |        | <sup>(6)</sup>   | 12/12/2017      | Common Stock | 19,738                     |
| Company Stock Option | \$ 2.28                      | 05/29/2009       | J <sup>(1)</sup>  |                                 | 16,832 |        | <sup>(7)</sup>   | 05/15/2018      | Common Stock | 16,832                     |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Dufrene Andy<br>130 BOCAGE DRIVE<br>HOUMA, LA 70360 |               |           | VP - Offshore Operations |       |

## Signatures

Andy Dufrene                      06/04/2009

\_\_Signature of                      Date  
Reporting Person

## 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) Option Replacement Program
  - (2) Options vest quarterly in equal installments through July 1, 2008
  - (3) Options vest quarterly in equal installments through October 1, 2008
  - (4) Options vest quarterly in equal installments through March 31, 2009
  - (5) Options vest quarterly in equal installments through March 31, 2010
  - (6) Options vest quarterly in equal installments through June 30, 2010
  - (7) Options vest quarterly in equal installments through March 31, 2011

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.