

Dvorak Robert F
Form 4
May 04, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dvorak Robert F

(Last) (First) (Middle)

P.O. BOX 778

(Street)

PAMPA, TX 79066-0778

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Edgen Group Inc. [EDG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Class A Common Stock ⁽¹⁾	05/02/2012		A	91,957 A \$ 0	91,957	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)

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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 or Amount Paid per Share of Underlying Security (Instr.
				Code	V	(A)	(D)Date ExercisableExpiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽²⁾	\$ 4.69	05/02/2012		A		67,677	<u>(2)</u> <u>(2)</u>	Class A Common Stock	\$ 67,677

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dvorak Robert F P.O. BOX 778 PAMPA, TX 79066-0778			See Remarks	

Signatures

/s/ David L. Laxton, III, as attorney
in fact

05/04/2012

 **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).
- Represents a grant of restricted shares of Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen"), of which 18,391.49 shares are vested. 47,977.81 of Mr. Dvorak's unvested restricted shares of Class A Common
- (1) Stock vest 20% on each of the first five anniversaries of August 19, 2010, subject to his continued employment with Edgen. 25,588.16 of Mr. Dvorak's unvested restricted shares of Class A Common Stock vest 20% on each of the first five anniversaries of April 4, 2011, subject to his continued employment with Edgen.
- Represents a grant of options to buy shares of Class A Common Stock, of which 13,535.30 options are vested. Mr. Dvorak's unvested
- (2) options vest 20% on each of the first five anniversaries of August 19, 2010, subject to his continued employment with Edgen. Mr. Dvorak's options expire on August 19, 2017.

Remarks:

President - OCTG Segment, Bourland & Leverich

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.