Kiefer Craig S Form 4 May 04, 2012

## FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Per- Kiefer Craig S	2. Issuer Name and Ticker or Trading Symbol Edgen Group Inc. [EDG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Midd	e) 3. Date of Earliest Transaction	(Shock all applicable)		
	(Month/Day/Year)	Director 10% Owner		
C/O EDGEN GROUP INC., 184	44 05/02/2012	X Officer (give title Other (specify below)		
HIGHLAND ROAD		see Remarks		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
BATON ROUGE, LA 70809		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative Securities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
				or	(Instr. 2 and 4)		

(Instr. 3 and 4) Code V Amount Price Class A Common 05/02/2012 A 135,523 \$0 Α 135,523

Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Kiefer Craig S - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (2)	\$ 14.31	05/02/2012		A	27,947	(2)	(2)	Class A Common Stock	27,947	:

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Kiefer Craig S C/O EDGEN GROUP INC. 18444 HIGHLAND ROAD BATON ROUGE, LA 70809

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).

the first five anniversaries of August 19, 2010, subject to his continued employment with Edgen.

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents restricted shares of Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. (1) ("Edgen"), of which 110,900.31 shares are vested. Mr. Kiefer's unvested restricted shares of Class A Common Stock vest 20% on each of
  - Represents a grant of options to buy shares of Class A Common Stock, of which 16,069.5 options are vested. 13,973.48 of Mr. Kiefer's vested options expire on October 1, 2017 and 2,096.02 of his vested options expire on September 13, 2020. Mr. Kiefer has 3,493.37
- (2) unvested options that vest 20% on each of the first five anniversaries of October 1, 2007, subject to his continued employment with Edgen, and expire on October 1, 2017. Mr. Kiefer has 8,384.09 unvested options that vest 20% on each of the first five anniversaries of July 1, 2010, subject to his continued employment with Edgen, and expire on September 13, 2020.

#### **Remarks:**

President - E&I Segment, Edgen Murray

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.

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