

OVERSEAS SHIPHOLDING GROUP INC

Form 4

August 03, 2011

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
FRIBOURG CHARLES	OVERSEAS SHIPHOLDING GROUP INC [OSG]	(Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
277 PARK AVENUE	08/02/2011	
(Street)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
NEW YORK, NY 10172		
(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 Ownership (Instr. 4)
Common Stock, par value \$1.00 per share	08/02/2011		J ⁽¹⁾	1,578 A \$ 20.86	631,760	I ⁽²⁾	(2)
Common Stock, par value \$1.00 per share	08/02/2011		J ⁽¹⁾	900 A \$ 20.87	632,660	I ⁽²⁾	(2)
Common Stock, par value	08/02/2011		J ⁽¹⁾	100 A \$ 20.875	632,760	I ⁽²⁾	(2)

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value \$1.00 per share									
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	300	A	\$ 20.88	633,060	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	300	A	\$ 20.881	633,360	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	1,700	A	\$ 20.89	635,060	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	1,600	A	\$ 20.9	636,660	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	3,600	A	\$ 20.91	640,260	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	200	A	\$ 20.915	640,460	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	2,900	A	\$ 20.92	643,360	<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	1,995	A	\$ 20.93	645,355	<u>I</u> (2)	(2)	
Common Stock, par value	08/02/2011	<u>J</u> (1)	2,200	A	\$ 20.94	647,555	<u>I</u> (2)	(2)	

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\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	700	A	\$ 20.95	648,255	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	1,700	A	\$ 20.96	649,955	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	200	A	\$ 20.965	650,155	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	1,600	A	\$ 20.97	651,755	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	100	A	\$ 20.972	651,855	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	2,534	A	\$ 20.98	654,389	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	400	A	\$ 20.981	654,789	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	200	A	\$ 20.985	654,989	I ⁽²⁾	(2)
\$1.00 per share								
Common Stock, par value	08/02/2011	J ⁽¹⁾	6,503	A	\$ 20.99	661,492	I ⁽²⁾	(2)
\$1.00 per								

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share										
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	200	A	\$ 21.55	661,692		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	100	A	\$ 21.59	661,792		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	100	A	\$ 21.62	661,892		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	100	A	\$ 21.63	661,992		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	200	A	\$ 21.67	662,192		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	300	A	\$ 21.68	662,492		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share	08/02/2011	<u>J</u> (1)	540	A	\$ 21.69	663,032		<u>I</u> (2)	(2)	
Common Stock, par value \$1.00 per share						59,368		D		
Common Stock, par value \$1.00 per share						1,600		<u>I</u> (3)	(3)	

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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	Repo	Trans	(Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIBOURG CHARLES 277 PARK AVENUE NEW YORK, NY 10172	X			

Signatures

/s/James I. Edelson, Attorney-in-Fact pursuant to a power of attorney previously filed 08/03/2011

__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) Purchased pursuant to a trading plan adopted pursuant to Rule 10b-5 under the Securities Exchange of 1934, as amended.
- (2) These shares are held indirectly through an entity. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in these shares.
- (3) These shares are owned by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.

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.