

OVERSEAS SHIPHOLDING GROUP INC  
 Form 4  
 February 26, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 JOHNSTON ROBERT E

2. Issuer Name and Ticker or Trading Symbol  
 OVERSEAS SHIPHOLDING GROUP INC [OSGIQ]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Last) (First) (Middle)  
 TWO HARBOUR PLACE, 302  
 KNIGHTS RUN AVENUE, SUITE  
 1200

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/24/2014

(Street)  
 TAMPA, FL 33602

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$1.00 per share	12/31/2011		J		1,132 A <u>(1)</u>	39,767 <u>(1)</u>	D
Common Stock, par value \$1.00 per share	02/24/2014		F		1,624 <u>(2)</u> D \$ 5.35	38,143 <u>(2)</u>	D
Common Stock, par						60 <u>(3)</u>	I <u>(3)</u> (3)

value \$1.00  
per share  
Common  
Stock, par  
value \$1.00  
per share

4,821 (4) I (4) (4)

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 displays a currently valid OMB control number.** 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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

JOHNSTON ROBERT E  
TWO HARBOUR PLACE  
302 KNIGHTS RUN AVENUE, SUITE 1200  
TAMPA, FL 33602

President and CEO

**Signatures**

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

02/26/2014

\*\*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) These 1,132 shares were acquired during 2009-2011 pursuant to a dividend reinvestment plan which provided broad-based participation, did not discriminate in favor of employees of Overseas Shipholding Group, Inc. and operated on substantially the same terms for plan participants. The reporting person inadvertently did not include these shares in his prior filings.

(2) In accordance with the terms of the Overseas Shipholding Group, Inc. 2004 Stock Incentive Plan, as amended, these 1,624 shares of common stock were surrendered to Overseas Shipholding Group, Inc. upon the February 24, 2014 vesting of 6,135 shares (the "Vested Shares") of the reporting person's restricted stock in payment of the reporting person's tax withholding liability incurred as a result of the vesting of the Vested Shares. Of these 38,143 shares of common stock, 12,198 shares are subject to vesting restrictions as of February 26, 2014.

(3) The 60 shares are held in an individual retirement account ("IRA"). The Reporting Person is a co-trustee of the IRA and has a 50% interest in the assets of the IRA, including the 60 shares.

(4) The Reporting Person indirectly owns these 4,821 shares of common stock through the Overseas Shipholding Group, Inc. 2000 Employee Stock Purchase Plan as of February 26, 2014.

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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