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OVERSEAS SHIPHOLDING GROUP INC

Form 4

October 01, 2015

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

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.

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Carpenter Geoffrey

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

OVERSEAS SHIPHOLDING

GROUP INC [OSG]

3. Date of Earliest Transaction

(Month/Day/Year) 09/29/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

1301 AVENUE OF THE AMERICAS, 42ND FLOOR

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

_X__ Officer (give title Other (specify below) Vice President and Treasurer

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)))	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock, par value \$.01 per share	09/29/2015		J <u>(1)</u>	6,088	A	(1)	6,088	D	
Class A Common Stock, par value \$.01 per share	09/29/2015		F <u>(1)</u>	2,510	D	(1)	3,578	D	

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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. Transacti 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0	09/29/2015		J(2)	6,088	(2)	(2)	Class A Common Stock	6,088 (2)	\$

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Carpenter Geoffrey 1301 AVENUE OF THE AMERICAS, 42ND FLOOR NEW YORK, NY 10019

Vice President and Treasurer

Signatures

(1)

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

10/01/2015

**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).
 - These 6,088 shares of Class A Common Stock were acquired upon the vesting of 6,088 restricted stock units on September 29, 2015 pursuant to the Overseas Shipholding Group, Inc. Management Incentive Compensation Plan, which vested units were settled in shares of Class A Common Stock. In connection with the vesting of the units, 2,510 units were withheld by Overseas Shipholding Group, Inc. in payment of the reporting person's tax withholding liability incurred as a result of the vesting of the units.
- These 6,088 restricted stock units vested on September 29, 2015 and were settled in shares of Class A Common Stock as reported in Table I on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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