

OVERSEAS SHIPHOLDING GROUP INC

Form 4

February 10, 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 *
FRIBOURG CHARLES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2010

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

277 PARK AVENUE

(Street)

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

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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$1.00 per share | 06/08/2010 | | P | | 400 A \$ 34.92 | 14,400 | I (1) (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | | P | | 400 A \$ 34.93 | 14,800 | I (1) (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | | P | | 200 A \$ 34.94 | 15,000 | I (1) (1) |

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| | | | | | | | | |
|------------------------------------------|------------|---|-------|---|----------|--------|------------------|-----|
| Common Stock, par value \$1.00 per share | 06/08/2010 | P | 300 | A | \$ 34.95 | 15,300 | I ⁽¹⁾ | (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | P | 400 | A | \$ 34.96 | 15,700 | I ⁽¹⁾ | (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | P | 800 | A | \$ 34.97 | 16,500 | I ⁽¹⁾ | (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | P | 600 | A | \$ 34.98 | 17,100 | I ⁽¹⁾ | (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | P | 1,700 | A | \$ 34.99 | 18,800 | I ⁽¹⁾ | (1) |
| Common Stock, par value \$1.00 per share | 06/08/2010 | P | 4,973 | A | \$ 35 | 23,773 | I ⁽¹⁾ | (1) |
| Common Stock, par value \$1.00 per share | | | | | | 1,600 | I ⁽²⁾ | (2) |
| Common Stock, par value \$1.00 per share | | | | | | 18,075 | 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 displays a currently valid OMB control number.

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(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 | 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 Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repo
 Trans
 (Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

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 02/10/2011

**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).
- This Form 4 is filed late because of an error in notifying the attorney in fact of these purchases. These shares are held indirectly through
- (1) an entity. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in these shares.
 - (2) 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.