

OVERSEAS SHIPHOLDING GROUP INC

Form 4/A

September 09, 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 SECURITIESFiled 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 CHARLES2. 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)

277 PARK AVENUE

(Street)

NEW YORK, NY 10172

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/20114. If Amendment, Date Original
Filed(Month/Day/Year)
03/18/2011☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$1.00 per share	03/16/2011		J ⁽¹⁾	100 A	\$ 29.96 268,342	I ⁽²⁾	(2)
Common Stock, par value \$1.00 per share	03/16/2011		J ⁽¹⁾	100 A	\$ 29.97 268,442	I ⁽²⁾	(2)
Common Stock, par value \$1.00 per share	03/16/2011		J ⁽¹⁾	300 A	\$ 29.98 268,742	I ⁽²⁾	(2)

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Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	400	A	\$ 29.99	269,142	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	1	A	\$ 30.23	269,143	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	62	A	\$ 30.5	269,205	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	6,000	A	\$ 30.82	275,205	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	3,800	A	\$ 30.85	279,005	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	100	A	\$ 30.86	279,105	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	72	A	\$ 30.98	279,177	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/16/2011	<u>J</u> (1)	6,141	A	\$ 30.99	285,318	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/17/2011	<u>J</u> (1)	81	A	\$ 29.95	285,399	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/17/2011	<u>J</u> (1)	198	A	\$ 29.96	285,597	I <u>(2)</u>	(2)
Common Stock, par value \$1.00 per share	03/17/2011	<u>J</u> (1)	400	A	\$ 29.98	285,997	I <u>(2)</u>	(2)
	03/17/2011	<u>J</u> (1)	800	A		286,797	I <u>(2)</u>	(2)

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Common Stock, par value \$1.00 per share						\$ 29.99			
Common Stock, par value \$1.00 per share	03/16/2011	J ⁽³⁾	100	A	\$ 29.97	18,175	D		
Common Stock, par value \$1.00 per share	03/16/2011	J ⁽³⁾	1,600	A	\$ 29.98	19,775	D		
Common Stock, par value \$1.00 per share	03/16/2011	J ⁽³⁾	1,000	A	\$ 29.99	20,775	D		
Common Stock, par value \$1.00 per share	03/17/2011	J ⁽³⁾	100	A	\$ 29.96	20,875	D		
Common Stock, par value \$1.00 per share	03/17/2011	J ⁽³⁾	300	A	\$ 29.98	21,175	D		
Common Stock, par value \$1.00 per share	03/17/2011	J ⁽³⁾	1,530	A	\$ 29.99	22,705 ⁽⁴⁾	D		
Common Stock, par value \$1.00 per share						1,600	I ⁽⁵⁾	(5)	

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

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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. Nu Deriv Secur Bene Own Follo
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

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

09/09/2011

__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 10b5-1 under the Securities Exchange Act 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) Purchased pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (4) The original Form 4 filed on March 18, 2011 erroneously listed this total as 22,605, under reporting the Reporting Person's total number of shares by 100 shares.
- (5) 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.

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