

Milton Greg B
Form 4
June 04, 2009

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 *
Milton Greg B

2. Issuer Name and Ticker or Trading Symbol
OMNI ENERGY SERVICES CORP
[OMNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 3761
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2009

____ Director
 Officer (give title below) _____ Other (specify below)
VP & Chief Accounting Officer

LAFAYETTE, LA 70502

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code V | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------------------------------|------------------|-------------------|---|--------|------------------|-----------------|--------------|----------------------------|
| | | | | (A) | (D) | | | | |
| Company Stock Option | \$ 2.39 | 05/29/2009 | J ⁽¹⁾ | | 20,000 | ⁽²⁾ | 11/11/2015 | Common Stock | 20,000 |
| Company Stock Option | \$ 2.6 | 05/29/2009 | J ⁽¹⁾ | | 5,000 | ⁽²⁾ | 11/17/2015 | Common Stock | 5,000 |
| Company Stock Option | \$ 5.14 | 05/29/2009 | J ⁽¹⁾ | | 3,000 | ⁽³⁾ | 04/11/2016 | Common Stock | 3,000 |
| Company Stock Option | \$ 10.04 | 05/29/2009 | J ⁽¹⁾ | | 5,000 | ⁽⁴⁾ | 04/17/2017 | Common Stock | 5,000 |
| Company Stock Option | \$ 4.81 | 05/29/2009 | J ⁽¹⁾ | | 20,000 | ⁽⁵⁾ | 05/15/2018 | Common Stock | 20,000 |
| Company Stock Option | \$ 2.28 | 05/29/2009 | J ⁽¹⁾ | 19,732 | | ⁽²⁾ | 11/11/2015 | Common Stock | 19,732 |
| Company Stock Option | \$ 2.28 | 05/29/2009 | J ⁽¹⁾ | 4,813 | | ⁽²⁾ | 11/17/2015 | Common Stock | 4,813 |
| Company Stock Option | \$ 2.28 | 05/29/2009 | J ⁽¹⁾ | 2,310 | | ⁽³⁾ | 04/11/2016 | Common Stock | 2,310 |
| Company Stock Option | \$ 2.28 | 05/29/2009 | J ⁽¹⁾ | 3,117 | | ⁽⁴⁾ | 04/17/2017 | Common Stock | 3,117 |
| Company Stock Option | \$ 2.28 | 05/29/2009 | J ⁽¹⁾ | 16,832 | | ⁽⁵⁾ | 05/15/2018 | Common Stock | 16,832 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Milton Greg B PO BOX 3761 LAFAYETTE, LA 70502 | | | VP & Chief Accounting Officer | |

Signatures

Gregory B
Milton

06/04/2009

**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) Option Replacement Program
- (2) Options vest quarterly in equal installments through October 1, 2008
- (3) Options vest quarterly in equal installments through October 1, 2009
- (4) Options vest quarterly in equal installments through March 31, 2010
- (5) Options vest quarterly in equal installments through March 31, 2011

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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