OVERSEAS SHIPHOLDING GROUP INC

Form 4 June 03, 2011

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

(Middle)

1(b).

(Last)

(Print or Type Responses)

FRIBOURG CHARLES

1. Name and Address of Reporting Person *

(First)

				(Month/Day/Year) 06/02/2011 4. If Amendment, Date Original Filed(Month/Day/Year)				Officer (give below)	titleOthe below)	r (specify
(Street) NEW YORK, NY 10172 (City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Do Security (Month/Day/Year) Execution (Instr. 3)								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
	Security		Execution Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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 Indirect Beneficial Ownership (Instr. 4)
	Common Stock, par value \$1.00 per share	06/02/2011		Code V <u>J(1)</u>	Amount 100	(D)	Price \$ 25.86	543,629	I (2)	(2)
	Common Stock, par value \$1.00 per share	06/02/2011		J <u>(1)</u>	100	A	\$ 25.87	543,729	I (2)	(2)
	Common Stock, par	06/02/2011		<u>J(1)</u>	585	A	\$ 25.89	544,314	I (2)	(2)

2. Issuer Name and Ticker or Trading

OVERSEAS SHIPHOLDING

GROUP INC [OSG]

3. Date of Earliest Transaction

value \$1.00 per share								
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	38	A	\$ 25.9	544,352	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	1,362	A	\$ 25.91	545,714	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	200	A	\$ 25.912	545,914	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	1,100	A	\$ 25.92	547,014	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	1,000	A	\$ 25.93	548,014	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	100	A	\$ 25.935	548,114	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	1,100	A	\$ 25.94	549,214	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	900	A	\$ 25.95	550,114	I (2)	(2)
Common Stock, par value	06/02/2011	J <u>(1)</u>	600	A	\$ 25.96	550,714	I (2)	(2)

\$1.00 per share								
Common Stock, par value \$1.00 per share	06/02/2011	<u>J(1)</u>	100	A	\$ 25.965	550,814	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	J <u>(1)</u>	600	A	\$ 25.97	551,414	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	<u>J(1)</u>	705	A	\$ 25.98	552,119	I (2)	(2)
Common Stock, par value \$1.00 per share	06/02/2011	<u>J(1)</u>	1,700	A	\$ 25.99	553,819	I (2)	(2)
Common Stock, par value \$1.00 per share						37,456	D	
Common Stock, par value \$1.00 per share						1,600	I (3)	(3)

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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo

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

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

Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRIBOURG CHARLES

X

277 PARK AVENUE NEW YORK, NY 10172

Signatures

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

06/03/2011

**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.
- 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) 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.

Reporting Owners 4

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