OVERSEAS SHIPHOLDING GROUP INC

Form 4 June 07, 2011

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

\$1.00 per share

Common

Stock, par

06/03/2011

(Print or Type Responses)

1. Name and Address of Reporting Person ** FRIBOURG CHARLES			2. Issuer Name and Ticker or Trading Symbol				- - 5	5. Relationship of Reporting Person(s) to Issuer			
				SEAS SH P INC [C		ING		(Check	c all applicable	e)	
(Last)	, ,	(Middle)	(Month/I	f Earliest Transaction Day/Year)			-	_X Director Officer (give toelow)		Owner er (specify	
277 PARK AVENUE (Street)			Filed(Month/Day/Year)				1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10172						- I	Form filed by M Person	ore than One Re	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
value \$1.00 per share	06/03/2011			P	600	A	24.945	579,066	I (1)	(1)	
Common Stock, par value	06/03/2011			P	2,300	A	\$ 24.95	581,366	I (1)	(1)	

P

2,500

\$ 24.96 583,866

I (1)

(1)

value \$1.00 per share								
Common Stock, par value \$1.00 per share	06/03/2011	P	158	A	\$ 24.965	584,024	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	2,217	A	\$ 24.97	586,241	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	100	A	\$ 24.975	586,341	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	4,888	A	\$ 24.98	591,229	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	400	A	\$ 24.985	591,629	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	7,181	A	\$ 24.99	598,810	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	300	A	\$ 24.995	599,110	I (1)	(1)
Common Stock, par value \$1.00 per share	06/03/2011	P	14,709	A	\$ 25	613,819	I (1)	(1)
Common Stock, par value						41,451	D	

\$1.00 per share

Common Stock, par

value $1,600 I_{\frac{(2)}{2}} (2)$

\$1.00 per share

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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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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Francess	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 06/07/2011

**Signature of Reporting Person Date

Reporting Owners 3

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) 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.
- (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.