

Gordon Mark

Form 4

December 28, 2012

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gordon Mark

2. Issuer Name **and** Ticker or Trading
Symbol
ODYSSEY MARINE
EXPLORATION INC [OMEX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5215 WEST LAUREL STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & COO

TAMPA, FL 33607

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/26/2012		A		16,990	A	\$ 0	171,051	D	
Common Stock	12/26/2012		F ⁽¹⁾		4,494	D	\$ 2.89	166,557	D	
Common Stock	12/26/2012		A		22,810	A	\$ 0	189,367	D	
Common Stock	12/26/2012		F ⁽¹⁾		6,034	D	\$ 2.89	183,333	D	

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

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/26/2012		M	16,990	(3)	(3)	Common Stock	16,990
Restricted Stock Units	(2)	12/26/2012		M	22,810	(4)	(4)	Common Stock	22,810

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gordon Mark 5215 WEST LAUREL STREET TAMPA, FL 33607	X President & COO

Signatures

/s/ Mark Gordon 12/28/2012
 **Signature of Date
 Reporting Person

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) Shares delivered to the Issuer to satisfy tax liability obligations in accordance with Rule 16b-3.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of OMEX common stock.
- (3) Restricted Stock Units vest in two annual installments on 12/26/2011 and 12/26/2012.
- (4) Restricted Stock Units vest in two annual installments on 12/26/2012 and 12/26/2013.

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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