O'Halloran Patrick Joseph Form 4

December 20, 2017

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading O'Halloran Patrick Joseph Issuer Symbol **OVERSEAS SHIPHOLDING** (Check all applicable) **GROUP INC [OSG]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) 302 KNIGHTS RUN 12/18/2017 VP & Chief Operations Officer **AVENUE, SUITE 1200** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting TAMPA, FL 33602 Person

(City)	(State) (Zi	.P)	Table I - Non-Do	erivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned
Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature

(City)	(State) (2	Table	le 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)	Transaction(A) or Code (D)		ecurities Acquired or Disposed of r. 3, 4 and 5)		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Class A Common Stock, par value \$.01 per share	12/18/2017		M	5,145	A	\$ 0 (1)	35,335	D				
Class A Common Stock, par value \$.01 per share	12/18/2017		F	1,408	D	\$ 2.28	33,927	D				

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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 (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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Property Section (Institute of the Sectio	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units	\$ 0 (1)	12/18/2017		M	5,145	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	5,145		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

O'Halloran Patrick Joseph 302 KNIGHTS RUN AVENUE **SUITE 1200 TAMPA, FL 33602**

VP & Chief Operations Officer

Signatures

/s/ Patrick J. 12/20/2017 O'Halloran

**Signature of Reporting Date

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).
- Restricted stock units converted into common stock on a one-for-one basis.
- These 5,145 restricted stock units vested on December 18, 2017 and were settled in shares of Class A Common Stock as reported on Table 1 on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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