

PEARSON JAMES MICHAEL

Form 4

June 15, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON JAMES MICHAEL

(Last) (First) (Middle)

12550 FUQUA ST.

(Street)

HOUSTON, TX 77034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Orion Marine Group Inc [ORN]

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

06/12/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common stock	06/12/2009		M	179,373	A \$ 1.96 217,789	D	
Common stock	06/12/2009		S	230 ⁽¹⁾	D \$ 16.8 217,559	D	
Common stock	06/12/2009		S	300 ⁽¹⁾	D \$ 16.82 217,259	D	
Common stock	06/12/2009		S	600 ⁽¹⁾	D \$ 16.83 216,659	D	
Common stock	06/12/2009		S	278 ⁽¹⁾	D \$ 16.84 216,381	D	

Edgar Filing: PEARSON JAMES MICHAEL - Form 4

Common stock	06/12/2009	S	600 <u>(1)</u>	D	\$ 16.85	215,781	D
Common stock	06/12/2009	S	1,910 <u>(1)</u>	D	\$ 16.86	213,871	D
Common stock	06/12/2009	S	200 <u>(1)</u>	D	\$ 16.87	213,671	D
Common stock	06/12/2009	S	300 <u>(1)</u>	D	\$ 16.88	213,371	D
Common stock	06/12/2009	S	7,760 <u>(1)</u>	D	\$ 16.89	205,611	D
Common stock	06/12/2009	S	7,228 <u>(1)</u>	D	\$ 16.9	198,383	D
Common stock	06/12/2009	S	6,250 <u>(1)</u>	D	\$ 16.91	192,133	D
Common stock	06/12/2009	S	2,250 <u>(1)</u>	D	\$ 16.92	189,883	D
Common stock	06/12/2009	S	1,794 <u>(1)</u>	D	\$ 16.93	188,089	D
Common stock	06/12/2009	S	400 <u>(1)</u>	D	\$ 16.94	187,689	D
Common stock	06/12/2009	S	5,734 <u>(1)</u>	D	\$ 16.95	181,955	D
Common stock	06/12/2009	S	400 <u>(1)</u>	D	\$ 16.96	181,555	D
Common stock	06/12/2009	S	117 <u>(1)</u>	D	\$ 16.97	181,438	D
Common stock	06/12/2009	S	2,183 <u>(1)</u>	D	\$ 16.98	179,255	D
Common stock	06/12/2009	S	500 <u>(1)</u>	D	\$ 16.99	178,755	D
Common stock	06/12/2009	S	8,933 <u>(1)</u>	D	\$ 17	169,822	D
Common stock	06/12/2009	S	3,900 <u>(1)</u>	D	\$ 17.01	165,922	D
Common stock	06/12/2009	S	1,000 <u>(1)</u>	D	\$ 17.02	164,922	D
Common stock	06/12/2009	S	4,300 <u>(1)</u>	D	\$ 17.03	160,622	D
Common stock	06/12/2009	S	5,505 <u>(1)</u>	D	\$ 17.04	155,117	D
	06/12/2009	S	7,312 <u>(1)</u>	D		147,805	D

Edgar Filing: PEARSON JAMES MICHAEL - Form 4

Common stock					\$ 17.05		
Common stock	06/12/2009	S	1,900 ⁽¹⁾	D	\$ 17.06	145,905	D
Common stock	06/12/2009	S	2,800 ⁽¹⁾	D	\$ 17.07	143,105	D
Common stock	06/12/2009	S	2,200 ⁽¹⁾	D	\$ 17.08	140,905	D
Common stock	06/12/2009	S	300 ⁽¹⁾	D	\$ 17.09	140,605	D

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common stock options	\$ 1.96	06/12/2009		M		179,373		05/17/2007	08/02/2016	Common stock	179,373

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PEARSON JAMES MICHAEL 12550 FUQUA ST. HOUSTON, TX 77034	X Chief Executive Officer

Signatures

J. Michael
Pearson 06/15/2009

**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) These shares were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2009.

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.