Edgar Filing: OVERSEAS SHIPHOLDING GROUP INC - Form 4

OVERSEAS SHIPHOLDING GROUP INC

Form 4

October 01, 2015

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

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

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

OVERSEAS SHIPHOLDING

(Print or Type Responses)

1. Name and Address of Reporting Person * Zabrocky Lois K

(Last) (First) (Middle)

1301 AVENUE OF THE AMERICAS, 42ND FLOOR

NEW YORK, NY 10019

(Street)

Filed(Month/Day/Year)

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

GROUP INC [OSG]

09/29/2015

Symbol

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Director 10% Owner Other (specify X_ Officer (give title below) Pres and Head Int'l FlagSBU

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

(City)	(State)	Table	: I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock, par value \$.01 per share	09/29/2015		J <u>(1)</u>	18,265	A	(1)	18,265	D	
Class A Common Stock, par value \$.01 per share	09/29/2015		F(1)	6,780	D	(1)	11,485	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)

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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. Transacti Code (Instr. 8)	5. Number of stiorDerivative Securities b) 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 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0	09/29/2015		J(2)		18,625	<u>(2)</u>	(2)	Class A Common Stock	18,265 (2)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zabrocky Lois K 1301 AVENUE OF THE AMERICAS 42ND FLOOR NEW YORK, NY 10019

Pres and Head Int'l FlagSBU

Signatures

/s/James I. Edelson, Attorney-in-Fact, pursuant to power of attorney previously filed 10/01/2015

**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).
- These 18,265 shares of Class A Common Stock were acquired upon the vesting of 18,265 restricted stock units on September 29, 2015 pursuant to the Overseas Shipholding Group, Inc. Management Incentive Compensation Plan, which vested units were settled in shares of Class A Common Stock. In connection with the vesting of the units, 6,780 units were withheld by Overseas Shipholding Group, Inc. in payment of the reporting person's tax withholding liability incurred as a result of the vesting of the units.
- (2) These 18,265 restricted stock units vested on September 29, 2015 and were settled in shares of Class A Common Stock as reported in Table I 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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