

OVERSEAS SHIPHOLDING GROUP INC
 Form 4
 October 03, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BLACKLEY IAN T

2. Issuer Name and Ticker or Trading Symbol
 OVERSEAS SHIPHOLDING GROUP INC [OSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 600 THIRD AVENUE, 39TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/29/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

NEW YORK, NY 10016

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock, par value \$.01 per share | 09/29/2016 | | J(1)(2) | 3,348 | (1) (2) | 15,748.72 | (1) (2) D |
| Class A Common Stock, par value \$.01 per share | 05/27/2016 | | F(1)(2) | 1,727 | (1) (2) | 14,021.72 | (1) (2) D |

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These 3,348 shares of Class A Common Stock were acquired upon the vesting of 3,348 restricted stock units on September 29, 2016 (such number adjusted from 18,265 restricted stock units because of the two actions described in note 1) 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, 1,727 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.

- These 3,348 restricted stock units vested on September 29, 2016 and were settled in shares of Class A Common Stock as reported in
- (3) Table I on this Form 4. The 3,349 restricted stock units owned following the vesting of the 3,348 restricted stock units have been adjusted to reflect the actions described in notes 1 and 2.

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