

OVERSEAS SHIPHOLDING GROUP INC  
 Form 4/A  
 December 01, 2016

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

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHEAT DOUGLAS D**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/22/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

**WHEAT INVESTMENTS , LLC, 950 E. STATE HIGHWAY 114, SUITE 160**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 06/23/2016

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

**SOUTHLAKE, TX 76092**

(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	06/13/2016		J		93,540 (1)	D	\$ 0 18,708 (1) D
Class A Common Stock, par value \$.01 per share	06/22/2016		J		15,177 (2)	A	\$ 0 33,885 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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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHEAT DOUGLAS D WHEAT INVESTMENTS , LLC 950 E. STATE HIGHWAY 114, SUITE 160 SOUTHLAKE, TX 76092	X			Chairman of the Board

## Signatures

/s/James I. Edelson, Attorney-in-Fact pursuant to power of attorney previously filed 12/01/2016

\_\_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).
- In his previous filing which this filing amends, the Reporting Person did not reflect the 10,204 shares of Class A Common Stock the Reporting Person received on December 17, 2015 as a result of a stock dividend of one share of Class A Common Stock for every ten shares of Class A Common Stock owned. On June 13, 2016, the Issuer effected a reverse stock split of one new share of Class A
- (1) Common Stock issued in exchange for every six existing shares of Class A Common Stock, resulting in the Reporting Person owning 18,708 new shares of Class A Common Stock in exchange for the 112,248 existing shares of Class A Common Stock (reflecting the stock dividend of one share of Class A Common Stock for every ten shares of Class A common Stock paid on December 17, 2015) owned by the Reporting Person.
- (2)

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These 15,177 shares of Class A Common Stock were granted to the Reporting Person by the Issuer on June 23, 2016 pursuant to the Issuer's Non-Employee Director Incentive Compensation Plan and vest on the earlier of (i) June 8, 2017 and (ii) the date of the annual meeting of stockholders in 2017.

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.