

OVERSEAS SHIPHOLDING GROUP INC

Form 4

December 06, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FRIBOURG CHARLES

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)
277 PARK AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2011

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

NEW YORK, NY 10172

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$1.00 per share	12/05/2011		P		1,000	A	\$ 10.27
					102,511		
Common Stock, par value \$1.00 per share	12/05/2011		P		400	A	\$ 10.28
					102,911		
Common Stock, par value \$1.00 per share	12/05/2011		P		100	A	\$ 10.285
					103,011		

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value \$1.00 per share								
Common Stock, par value \$1.00 per share	12/05/2011	P	400	A	\$ 10.287	103,411	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	1,200	A	\$ 10.29	104,611	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	2,300	A	\$ 10.3	106,911	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	600	A	\$ 10.305	107,511	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	2,700	A	\$ 10.31	110,211	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	100	A	\$ 10.32	110,311	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	300	A	\$ 10.34	110,611	D	
Common Stock, par value \$1.00 per share	12/05/2011	P	500	A	\$ 10.35	111,111	D	
Common Stock, par value						1,705,299	I ⁽¹⁾	(1)

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 are held indirectly through an entity. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in these shares.

(2) These shares are owned by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.

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.