

Rose James L.  
Form 4  
May 15, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
Rose James L.

(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)  
05/13/2009

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)

Executive Vice President

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	(D)	Price
Common Stock	05/13/2009		S		6,731	D	\$ 17.81 4,480
Common Stock	05/14/2009		M		18,508	A	\$ 1.96 22,988
Common Stock	05/14/2009		S		18,508	D	\$ 18.2856 4,480
Common Stock	05/14/2009		M		14,115	A	\$ 13.5 18,595
Common Stock	05/14/2009		S		14,115	D	\$ 18.2856 4,480

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Common Stock	05/14/2009	M	7,095	A	\$ 14.25	11,575	D
Common Stock	05/14/2009	S	7,095	D	\$ 18.2856	4,480	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. P... Der... Sec... (Ins...
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Common stock options	\$ 1.96	05/14/2009		M	18,508	(1) (1)	Common Stock	18,508 \$
Common stock options	\$ 13.5	05/14/2009		M	14,115	(2) (2)	Common Stock	14,115 \$
Common stock options	\$ 14.25	05/14/2009		M	7,095	(2) (2)	Common Stock	7,095 \$

## Reporting Owners

Reporting Owner Name / Address	Relationships
Rose James L. 12550 FUQUA ST. HOUSTON, TX 77034	Director 10% Owner Officer Other  Executive Vice President

## Signatures

James L. Rose                      05/15/2009  
 \*\*Signature of                      Date  
 Reporting Person

## 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) This stock option grant is exercisable cumulatively at a rate of 1/5 upon the first anniversary of the stock option grant (3/27/07) and 1/60 per month thereafter such that all option shares are exercisable on the fifth anniversary of the stock option grant
- (2) This stock option is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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