

PEARSON JAMES MICHAEL

Form 4

December 02, 2009

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON JAMES MICHAEL

(Last) (First) (Middle)

12000 AEROSPACE DR. SUITE
300

(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)

11/23/2009

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)

Chief Executive Officer

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	11/23/2009		S		100 ⁽¹⁾ D	\$ 19.33 36,804	D
Common stock	11/23/2009		S		100 ⁽¹⁾ D	\$ 19.3303 36,704	D
Common stock	11/23/2009		S		1,800 ⁽¹⁾ D	\$ 19.34 34,904	D
Common stock	11/23/2009		S		200 ⁽¹⁾ D	\$ 19.35 34,704	D
Common stock	11/23/2009		S		300 ⁽¹⁾ D	\$ 19.36 34,404	D

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Common stock	11/23/2009	S	200 <u>(1)</u>	D	\$ 19.37	34,204	D
Common stock	11/23/2009	S	200 <u>(1)</u>	D	\$ 19.38	34,004	D
Common stock	11/23/2009	S	200 <u>(1)</u>	D	\$ 19.39	33,804	D
Common stock	11/23/2009	S	300 <u>(1)</u>	D	\$ 19.4	33,504	D
Common stock	11/23/2009	S	800 <u>(1)</u>	D	\$ 19.41	32,704	D
Common stock	11/23/2009	S	500 <u>(1)</u>	D	\$ 19.42	32,204	D
Common stock	11/23/2009	S	400 <u>(1)</u>	D	\$ 19.43	31,804	D
Common stock	11/23/2009	S	400 <u>(1)</u>	D	\$ 19.45	31,404	D
Common stock	11/23/2009	S	400 <u>(1)</u>	D	\$ 19.46	31,004	D
Common stock	11/23/2009	S	1,000 <u>(1)</u>	D	\$ 19.47	30,004	D
Common stock	11/23/2009	S	200 <u>(1)</u>	D	\$ 19.48	29,804	D
Common stock	11/23/2009	S	600 <u>(1)</u>	D	\$ 19.49	29,204	D
Common stock	11/23/2009	S	5,700 <u>(1)</u>	D	\$ 19.5	23,504	D
Common stock	11/23/2009	S	400 <u>(1)</u>	D	\$ 19.51	23,104	D
Common stock	11/23/2009	S	200 <u>(1)</u>	D	\$ 19.52	22,904	D
Common stock	11/23/2009	S	497 <u>(1)</u>	D	\$ 19.53	22,407	D
Common stock	11/23/2009	S	200 <u>(1)</u>	D	\$ 19.54	22,207	D
Common stock	11/23/2009	S	1,300 <u>(1)</u>	D	\$ 19.55	20,907	D
Common stock	11/23/2009	S	1,100 <u>(1)</u>	D	\$ 19.56	19,807	D
Common stock	11/23/2009	S	700 <u>(1)</u>	D	\$ 19.57	19,107	D
	11/23/2009	S	500 <u>(1)</u>	A	\$ 19.58	18,607	D

Common
stock

Common stock	11/23/2009	S	1,200 (1)	D	\$ 19.59	17,407	D
Common stock	11/23/2009	S	300 (1)	D	\$ 19.6	17,107	D
Common stock	11/23/2009	S	100 (1)	D	\$ 19.62	17,007	D

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEARSON JAMES MICHAEL
12000 AEROSPACE DR. SUITE 300
HOUSTON, TX 77034

X

Chief Executive Officer

Signatures

J. Michael
Pearson

12/02/2009

**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).

(1) These shares were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2009.

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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