

OVERSEAS SHIPHOLDING GROUP INC  
 Form 4  
 May 27, 2011

**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/25/2011**

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

**277 PARK AVENUE**

(Street)

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

**NEW YORK, NY 10172**

(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 Indirect Beneficial Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock, par value \$1.00 per share | 05/25/2011                           |  | J <sup>(1)</sup>               | 100   | A   | \$ 25.96   | 33,715  | D |
| Common Stock, par value \$1.00 per share | 05/25/2011                           |  | J <sup>(1)</sup>               | 141   | A   | \$ 25.97   | 33,856  | D |
| Common Stock, par                        | 05/25/2011                           |  | J <sup>(1)</sup>               | 200   | A   | \$ 25.98   | 34,056  | D |

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|  |            |             |       |   |              |         |             |     |  |
|--|------------|-------------|-------|---|--------------|---------|-------------|-----|--|
| value<br>\$1.00 per<br>share                         |            |             |       |   |              |         |             |     |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(1)</u> | 100   | A | \$<br>25.985 | 34,156  | D           |     |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(1)</u> | 3,300 | A | \$ 25.99     | 37,456  | D           |     |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(2)</u> | 600   | A | \$ 25.82     | 496,659 | <u>I(3)</u> | (3) |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(2)</u> | 800   | A | \$ 25.83     | 497,459 | <u>I(3)</u> | (3) |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(2)</u> | 300   | A | \$ 25.84     | 497,759 | <u>I(3)</u> | (3) |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(2)</u> | 886   | A | \$ 25.85     | 498,645 | <u>I(3)</u> | (3) |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(2)</u> | 100   | A | \$<br>25.852 | 498,745 | <u>I(3)</u> | (3) |  |
| Common<br>Stock, par<br>value<br>\$1.00 per<br>share | 05/25/2011 | <u>J(2)</u> | 1,214 | A | \$ 25.86     | 499,959 | <u>I(3)</u> | (3) |  |
| Common<br>Stock, par<br>value                        | 05/25/2011 | <u>J(2)</u> | 100   | A | \$<br>25.862 | 500,059 | <u>I(3)</u> | (3) |  |

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|  |            |                         |       |   |           |         |                         |     |
|--|------------|-------------------------|-------|---|-----------|---------|-------------------------|-----|
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 200   | A | \$ 25.865 | 500,259 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 2,600 | A | \$ 25.87  | 502,859 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 100   | A | \$ 25.871 | 502,959 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 4,000 | A | \$ 25.88  | 506,959 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 200   | A | \$ 25.881 | 507,159 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 400   | A | \$ 25.882 | 507,559 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 100   | A | \$ 25.885 | 507,659 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 3,170 | A | \$ 25.89  | 510,829 | <u>I</u> <sup>(3)</sup> | (3) |
| \$1.00 per share<br>Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> <sup>(2)</sup> | 100   | A | \$ 25.892 | 510,929 | <u>I</u> <sup>(3)</sup> | (3) |

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|  |            |              |       |   |           |         |              |     |
|--|------------|--------------|-------|---|-----------|---------|--------------|-----|
| share                                    |            |              |       |   |           |         |              |     |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 100   | A | \$ 25.895 | 511,029 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 6,300 | A | \$ 25.9   | 517,329 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 400   | A | \$ 25.903 | 517,729 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 100   | A | \$ 25.904 | 517,829 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 500   | A | \$ 25.905 | 518,329 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 4,800 | A | \$ 25.91  | 523,129 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 200   | A | \$ 25.915 | 523,329 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share | 05/25/2011 | <u>J</u> (2) | 3,400 | A | \$ 25.92  | 526,729 | <u>I</u> (3) | (3) |
| Common Stock, par value \$1.00 per share |            |              |       |   |           | 1,600   | <u>I</u> (4) | (4) |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FRIBOURG CHARLES<br>277 PARK AVENUE<br>NEW YORK, NY 10172 |               | X         |         |       |

## Signatures

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

05/27/2011

\_\_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) Purchased pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Purchased pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (3) 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.
- (4) 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.