

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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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 *
Steger Ronald

(Last) (First) (Middle)

C/O OVERSEAS SHIPHOLDING
GROUP, INC., 600 THIRD
AVENUE, 39TH FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolOVERSEAS SHIPHOLDING
GROUP INC [OSG]3. Date of Earliest Transaction
(Month/Day/Year)

06/22/2016

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

06/23/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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)
Class A Common Stock, par value \$.01 per share	06/13/2016		J	57,280 (1)	D \$ 0 11,456 (1)	D	
Class A Common Stock, par value \$.01 per share	06/22/2016		J	8,432 (2)	A \$ 0 19,888 (2)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Steger Ronald
C/O OVERSEAS SHIPHOLDING GROUP, INC.
600 THIRD AVENUE, 39TH FLOOR
NEW YORK, NY 10016

X

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 6,248 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 11,456 new shares of Class A Common Stock in exchange for the 68,736 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 8,432 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.

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