

OVERSEAS SHIPHOLDING GROUP INC
 Form 4
 October 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Carpenter Geoffrey

2. Issuer Name and Ticker or Trading Symbol
 OVERSEAS SHIPHOLDING GROUP INC [OSG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President and Treasurer

(Last) (First) (Middle)
 600 THIRD AVENUE, 39TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/29/2016

NEW YORK, NY 10016

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$.01 per share	09/26/2016		J(1)(2)	1,116 (1) (2)	A	(1) (2)	1,771 (1) (2) D
Class A Common Stock, par value \$.01 per share	09/26/2016		F(1)(2)	461 (1) (2)	D	(1) (2)	1,310 (1) (2) D

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(2) These 1,116 shares of Class A Common Stock were acquired upon the vesting of 1,116 restricted stock units on September 29, 2016 (such number adjusted from 6,088 restricted stock units because of the two actions described in note 1) pursuant to the Overseas Shipholding Group, Inc. Management Incentive Compensation Plan, which vested units were settled in shares of Class A Common Stock. In connection with the vesting of the units, 461 units were withheld by Overseas Shipholding Group, Inc. in payment of the reporting person's tax withholding liability incurred as a result of the vesting of the units.

(3) These 1,116 restricted stock units vested on September 29, 2016 and were settled in shares of Class A Common Stock as reported in Table I on this Form 4. The 1,116 restricted stock units owned following the vesting of the 1,116 restricted stock units have been adjusted to reflect the actions described in notes 1 and 2.

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.