

MOGEL RONALD
Form 4
November 05, 2010

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 *
MOGEL RONALD

2. Issuer Name and Ticker or Trading Symbol
OMNI ENERGY SERVICES CORP
[OMNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 3761

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2010

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SENIOR VICE PRESIDENT & CFO

LAFAYETTE, LA 70502

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/27/2010 | | D | | 25,000 (2) | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 12,500 | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 5,000 | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 25,000 | D | \$ 2.75 |

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| | | | | | | | |
|--------------|------------|---|---------------|---|---------|---|---|
| Common Stock | 10/27/2010 | D | 17,500 (3) | D | \$ 2.75 | 0 | D |
| | | | | | (1) | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Company Stock Option | \$ 2.28 | 10/27/2010 | | D | 84,410 | (4) 01/14/2018 | Common Stock 84,410 |
| Company Stock Option | \$ 2.08 | 10/27/2010 | | D | 35,000 | (5) 08/03/2019 | Common Stock 35,000 |
| Company Stock Option | \$ 1.26 | 10/27/2010 | | D | 150,000 | (6) 01/01/2020 | Common Stock 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| MOGEL RONALD PO BOX 3761 LAFAYETTE, LA 70502 | Director 10% Owner Officer Other SENIOR VICE PRESIDENT & CFO |

Signatures

Ronald Mogel 11/05/2010
 **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).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of June 3, 2010 by and among Wellspring OMNI Holdings

(1) Corporation, Wellspring OMNI Acquisition Corporation and OMNI Energy Services Corp. (the "Merger") in exchange for \$2.75 per share (the "Merger Consideration").

(2) Includes 7,818 shares representing former shares of restricted stock that vested immediately prior to the effective time of the Merger and converted into the right to receive the Merger Consideration.

(3) Includes 13,125 shares representing former shares of restricted stock that vested immediately prior to the effective time of the Merger and converted into the right to receive the Merger Consideration.

(4) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$39,672.70.

(5) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$23,450.00.

(6) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$223,500.00.

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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