

ODYSSEY MARINE EXPLORATION INC  
 Form 4  
 January 06, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Nudi Jay

2. Issuer Name and Ticker or Trading Symbol  
 ODYSSEY MARINE EXPLORATION INC [OMEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5215 WEST LAUREL STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/02/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Treasurer/PAO

TAMPA, FL 33607  
 (City) (State) (Zip)

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

**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)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|-------------------------|
| Restricted Stock Unit (RSU)               | <u>(1)</u>                   | 01/02/2015       | A          | 32,400   |      |   |     |     | <u>(2)</u>       | 12/20/2017      | Common Stock | 32,400                  |
| Stock Option (Right to Buy)               | \$ 1.04                      | 01/02/2015       | A          | 113,000  |      |   |     |     | <u>(3)</u>       | 12/31/2024      | Common Stock | 113,000                 |
| Performance Restricted Stock Units (PRSU) | <u>(1)</u>                   | 01/02/2015       | A          | 3,600  |      |   |     |     | <u>(4)</u>       | <u>(5)</u>      | Common Stock | 3,600                   |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Nudi Jay<br>5215 WEST LAUREL STREET<br>TAMPA, FL 33607 |               |           | Treasurer/PAO |       |

## Signatures

/s/ Jay A Nudi 01/06/2015

                      
\*\*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) RSU and PRSU represent a contingent right to receive one share of OMEX common stock.

(2) RSU vest in three equal annual installments on December 20, 2015, 2016 and 2017.

(3) Stock Options vest in one-third of the options granted on December 31, 2015 and 1/36th of the options granted monthly thereafter until December 31, 2017.

(4) Each PRSU vests upon achievement of annual performance criteria for the period ending December 31, 2015 in one-third of the units granted on each of December 20, 2015, 2016 and 2017.

(5) The PRSU expire on December 20, 2017, but will terminate on December 15, 2015, if the performance criteria are not met.

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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