#### OVERSEAS SHIPHOLDING GROUP INC

Form 4/A

September 09, 2011

# FORM 4 UNITED ST

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

OMB Number: 3235-0287

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

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response...

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

per share Common Stock, par

value \$1.00 per share Common Stock, par

value \$1.00 per share

03/16/2011

03/16/2011

(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) 277 PARK AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2011	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)  NEW YORK, NY 10172	4. If Amendment, Date Original Filed(Month/Day/Year) 03/18/2011	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
(Instr. 3) any	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)  Reported Transaction(s) (Instr. 3 and 4)			
Stock, par value \$1.00 03/16/2011	$J_{\underline{(1)}}$ 100 A $^{\$}_{29.96}$	268,342 I (2)			

 $J_{\underline{-}}^{(1)}$ 

 $J_{(1)}$ 

100

300

268,442

268,742

I (2)

 $I^{(2)}$ 

(2)

(2)

Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	400	A	\$ 29.99	269,142	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	1	A	\$ 30.23	269,143	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	62	A	\$ 30.5	269,205	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	6,000	A	\$ 30.82	275,205	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	3,800	A	\$ 30.85	279,005	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	100	A	\$ 30.86	279,105	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	72	A	\$ 30.98	279,177	I (2)	(2)
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(1)</u>	6,141	A	\$ 30.99	285,318	I (2)	(2)
Common Stock, par value \$1.00 per share	03/17/2011	J <u>(1)</u>	81	A	\$ 29.95	285,399	I (2)	(2)
Common Stock, par value \$1.00 per share	03/17/2011	J <u>(1)</u>	198	A	\$ 29.96	285,597	I (2)	(2)
Common Stock, par value \$1.00 per share	03/17/2011	J <u>(1)</u>	400	A	\$ 29.98	285,997	I (2)	(2)
	03/17/2011	J <u>(1)</u>	800	A		286,797	I (2)	(2)

Common Stock, par value \$1.00 per share					\$ 29.99			
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(3)</u>	100	A	\$ 29.97	18,175	D	
Common Stock, par value \$1.00 per share	03/16/2011	J <u>(3)</u>	1,600	A	\$ 29.98	19,775	D	
Common Stock, par value \$1.00 per share	03/16/2011	<u>J(3)</u>	1,000	A	\$ 29.99	20,775	D	
Common Stock, par value \$1.00 per share	03/17/2011	<u>J(3)</u>	100	A	\$ 29.96	20,875	D	
Common Stock, par value \$1.00 per share	03/17/2011	<u>J(3)</u>	300	A	\$ 29.98	21,175	D	
Common Stock, par value \$1.00 per share	03/17/2011	<u>J(3)</u>	1,530	A	\$ 29.99	22,705 (4)	D	
Common Stock, par value \$1.00 per share						1,600	I (5)	(5)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo

(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRIBOURG CHARLES
277 PARK AVENUE X

NEW YORK, NY 10172

## **Signatures**

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

09/09/2011

\*\*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) 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.
- (3) Purchased pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (4) The original Form 4 filed on March 18, 2011 erroneously listed this total as 22,605, under reporting the Reporting Person's total number of shares by 100 shares.
- (5) 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.

Reporting Owners 4

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