

OVERSEAS SHIPHOLDING GROUP INC  
 Form 4  
 August 24, 2011

**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/22/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**277 PARK AVENUE**

(Street)

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

**NEW YORK, NY 10172**

(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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$1.00 per share	08/22/2011		P		100	A	\$ 15.15	1,074,331	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011		P		600	A	\$ 15.16	1,074,931	I <sup>(1)</sup>	(1)
Common Stock, par	08/22/2011		P		100	A	\$ 15.175	1,075,031	I <sup>(1)</sup>	(1)

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value \$1.00 per share								
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.18	1,075,131	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	500	A	\$ 15.19	1,075,631	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.1975	1,075,731	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	700	A	\$ 15.21	1,076,431	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.215	1,076,531	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	700	A	\$ 15.22	1,077,231	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	1,000	A	\$ 15.23	1,078,231	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.2325	1,078,331	I <sup>(1)</sup>	(1)
Common Stock, par value	08/22/2011	P	700	A	\$ 15.24	1,079,031	I <sup>(1)</sup>	(1)

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\$1.00 per share Common Stock, par value	08/22/2011	P	100	A	\$ 15.245	1,079,131	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	1,600	A	\$ 15.25	1,080,731	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	100	A	\$ 15.255	1,080,831	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	731	A	\$ 15.26	1,081,562	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	669	A	\$ 15.27	1,082,231	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	1,500	A	\$ 15.28	1,083,731	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	2,460	A	\$ 15.29	1,086,191	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	100	A	\$ 15.295	1,086,291	I <sup>(1)</sup>	(1)
\$1.00 per share Common Stock, par value	08/22/2011	P	1,500	A	\$ 15.3	1,087,791	I <sup>(1)</sup>	(1)

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share								
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.305	1,087,891	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	3,400	A	\$ 15.31	1,091,291	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	200	A	\$ 15.315	1,091,491	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.3175	1,091,591	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	2,600	A	\$ 15.32	1,094,191	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	100	A	\$ 15.325	1,094,291	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share	08/22/2011	P	3,640	A	\$ 15.33	1,097,931	I <sup>(1)</sup>	(1)
Common Stock, par value \$1.00 per share						74,769	D	
Common Stock, par value \$1.00 per share						1,600	I <sup>(2)</sup>	(2)

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
FRIBOURG CHARLES 277 PARK AVENUE NEW YORK, NY 10172		X		

## Signatures

/s/James I. Edelson, Attorney-in-Fact pursuant to a power of attorney previously filed 08/23/2011

\_\_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) 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.
- (2) These shares are owned by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.

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