

OSG America L.P.  
Form 4  
December 17, 2009

**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 \*  
**OVERSEAS SHIPHOLDING GROUP INC**

2. Issuer Name and Ticker or Trading Symbol  
**OSG America L.P. [OSP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**666 THIRD AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/15/2009**

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

**NEW YORK, NY 10017**

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount					
					(A) or (D)					
					Price					
Limited Partnership Interest	12/15/2009		P		112,929 (1)	A	\$ 10.25	13,783,894 (5)	I	See Footnotes (4) (5)
Limited Partnership Interest	12/16/2009		P		140,717 (2)	A	\$ 10.25	13,924,611 (5)	I	See Footnotes (4) (5)
Limited Partnership Interest	12/17/2009		P		1,077,639 (3)	A	\$ 10.25	15,002,250 (5)	I	See Footnotes (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.



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The transactions reported herein were effected by Bulk Ships. Prior to the transactions reported herein, subsidiaries of OSG owned an aggregate of 13,670,965 common units and 15,000,000 subordinated units of the Issuer. OSG GP owns 612,245 general partner units and also owns incentive distribution rights ("IDRs"), which represent the right to receive an increasing percentage of quarterly distributions in excess of specified amounts. OSG is the indirect beneficial owner of the general partner interest in the Issuer and the IDRs owned by OSG GP.

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.