

RECANATI DIANE
Form 4
June 12, 2006

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 *
RECANATI DIANE

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)
06/09/2006

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

C/O 590 SERVICES CORPORATION, 590 FIFTH 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 10036

(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 or Price		
Common Stock, par value \$1.00 per share	06/09/2006		S		9,852 ⁽¹⁾	D	\$ 55 767,701 D
Common Stock, par value \$1.00 per share	06/09/2006		S		2,878 ⁽¹⁾	D	\$ 55.01 764,823 D
Common Stock, par	06/09/2006		S		77 ⁽¹⁾	D	\$ 55.02 764,746 D

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value \$1.00 per share Common Stock, par value \$1.00 per share	06/09/2006	S	39 <u>(1)</u>	D	\$ 55.03	764,707	D
Common Stock, par value \$1.00 per share	06/09/2006	S	174 <u>(1)</u>	D	\$ 55.04	764,533	D
Common Stock, par value \$1.00 per share	06/09/2006	S	39 <u>(1)</u>	D	\$ 55.05	764,494	D
Common Stock, par value \$1.00 per share	06/09/2006	S	309 <u>(1)</u>	D	\$ 55.06	764,185	D
Common Stock, par value \$1.00 per share	06/09/2006	S	116 <u>(1)</u>	D	\$ 55.07	764,069	D
Common Stock, par value \$1.00 per share	06/09/2006	S	231 <u>(1)</u>	D	\$ 55.09	763,838	D
Common Stock, par value \$1.00 per share	06/09/2006	S	193 <u>(1)</u>	D	\$ 55.1	763,645	D
Common Stock, par value \$1.00 per share	06/09/2006	S	232 <u>(1)</u>	D	\$ 55.11	763,413	D
Common Stock, par value \$1.00 per share	06/09/2006	S	163 <u>(1)</u>	D	\$ 55.13	763,250	D
Common Stock, par value \$1.00 per share	06/09/2006	S	174 <u>(1)</u>	D	\$ 55.14	763,076	D
Common Stock, par value \$1.00	06/09/2006	S	154 <u>(1)</u>	D	\$ 55.15	762,922	D

per share

Common
Stock, par
value \$1.00
per share

7,500 I (2) (2)

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

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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 Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RECANATI DIANE C/O 590 SERVICES CORPORATION 590 FIFTH AVENUE NEW YORK, NY 10036		X		

Signatures

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

06/12/2006

**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).

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- (1) Sold pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Held by a trust for the benefit of the Reporting Person.

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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