

ODYSSEY MARINE EXPLORATION INC
Form 4
December 21, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Gordon Mark

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)
12/20/2016

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

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) | Price | | |
| Common Stock | 12/20/2016 | | A | 50,104 | A \$ 0 | 83,246 ⁽¹⁾ | D |
| Common Stock | 12/20/2016 | | F | 13,703 | D \$ 3.47 | 69,543 ⁽¹⁾ | D |

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit (RSU) | (2) | 12/20/2016 | | M | 2,560 | (3) 12/20/2016 | Common Stock 2,560 |
| Restricted Stock Unit (RSU) | (2) | 12/20/2016 | | M | 3,825 | (4) 12/20/2017 | Common Stock 3,825 |
| Restricted Stock Unit (RSU) | (2) | 12/20/2016 | | M | 43,719 | (5) 12/20/2018 | Common Stock 43,719 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon Mark 5215 WEST LAUREL STREET TAMPA, FL 33607 | X | | CEO & President | |

Signatures

/s/ Mark D.
Gordon 12/21/2016

**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) The number of shares shown gives effect to reverse stock splits that became effective on February 19, 2016.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of OMEX common stock.
- (3) Restricted Stock Units vest in three equal annual installments on December 20, 2014, 2015, and 2016.
- (4) Restricted Stock Units vest in three equal annual installments on December 20, 2015, 2016, and 2017.
- (5) Restricted Stock Units vest in three equal annual installments on December 20, 2016, 2017, and 2018.

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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