

Holmes Michael J  
 Form 4  
 December 27, 2011

**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 \*  
 Holmes Michael J

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 W LAUREL ST  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/26/2011

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/26/2011                           |  | M                              |   | 33,768  | A  | \$ 0                              |
| Common Stock                    | 12/26/2011                           |  | F <sup>(1)</sup>               |   | 8,932   | D  | \$ 2.53                           |
| Common Stock                    | 12/26/2011                           |  | M                              |   | 16,625  | A  | \$ 0                              |
| Common Stock                    | 12/26/2011                           |  | F <sup>(1)</sup>               |   | 4,397   | D  | \$ 2.53                           |
| Common Stock                    |                                      |  |                                |   |   |  | 75,000                            |
|                                 |                                      |  |                                |   |   | I  | By LLC                            |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (2)  | 12/26/2011                           |  | M                              | 33,768  | (3) (3)  | Common Stock  | 33,768                        |
| Restricted Stock Units                     | (2)  | 12/26/2011                           |  | M                              | 16,625  | (4) (4)  | Common Stock  | 16,625                        |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Holmes Michael J<br>5215 W LAUREL ST<br>TAMPA, FL 33607 |               |           | CFO     |       |

## Signatures

/s/ Michael J.  
Holmes  
12/27/2011

\*\*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) Shares delivered to the Issuer to satisfy tax liability obligations in accordance with Rule 16b-3.
- (2) Each restricted stock unit represents a contingent right to receive one share of OMEX common stock.
- (3) Restricted Stock Units vest in two annual installments on 12/26/2010 and 2011.

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(4) Restricted Stock Units vest in two annual installments on 12/26/2011 and 2012.

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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