

Norton Samuel H
Form 4
April 27, 2018

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 *
Norton Samuel H

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)
58 NE 44TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2018

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

MIAMI, FL 33133

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code				
Stock Option (Right to buy) ⁽¹⁾	\$ 1.7	04/25/2018	J ⁽²⁾	(A)	(1)	02/08/2028	Class A Common Stock ⁽¹⁾	309,453

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Norton Samuel H 58 NE 44TH STREET MIAMI, FL 33133	X		President and CEO	

Signatures

/s/ Samuel H.
Norton

04/27/2018

⁽¹⁾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 options were granted on February 8, 2018 pursuant to the Management Incentive Compensation Plan (the "Plan") and vested immediately, subject to forfeiture in the event of termination of the Reporting Person's employment by OSG for Cause (as such term is defined in the Plan). The Reporting Person agreed to retain ownership of the option shares (other than any shares withheld to satisfy tax obligations or in payment of the exercise price), until the earliest to occur of (i) a Change in Control; (ii) the Reporting Person's Separation from Service Date, solely in the event of a termination of the Reporting Person's employment by the OSG without Cause or by the Reporting Person for Good Reason (as each such term is defined in the Plan); and (iii) February 8, 2021.

(2) On April 25, 2018, the Human Resources and Compensation Committee adjusted the Reporting Person's award of options on February 8, 2018 based on the level of achievement of performance objectives, which reduced the number of options originally awarded by 309,453. The reduction in the Reporting Person's option award was exempt from Section 16(b) pursuant to Rule 16b-3.

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.