

OVERSEAS SHIPHOLDING GROUP INC
 Form 4
 February 26, 2014

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 *
 JOHNSTON ROBERT E

2. Issuer Name and Ticker or Trading Symbol
 OVERSEAS SHIPHOLDING GROUP INC [OSGIQ]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Last) (First) (Middle)
 TWO HARBOUR PLACE, 302
 KNIGHTS RUN AVENUE, SUITE
 1200

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/24/2014

(Street)
 TAMPA, FL 33602

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 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, par value \$1.00 per share | 12/31/2011 | | J | | 1,132 A <u>(1)</u> | 39,767 <u>(1)</u> | D |
| Common Stock, par value \$1.00 per share | 02/24/2014 | | F | | 1,624 <u>(2)</u> D \$ 5.35 | 38,143 <u>(2)</u> | D |
| Common Stock, par | | | | | | 60 <u>(3)</u> | I <u>(3)</u> (3) |

value \$1.00
per share

Common
Stock, par
value \$1.00
per share

4,821 (4) I (4) (4)

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSTON ROBERT E TWO HARBOUR PLACE 302 KNIGHTS RUN AVENUE, SUITE 1200 TAMPA, FL 33602 | | | President and CEO | |

Signatures

/s/James I. Edelson, Attorney-in-Fact, pursuant to power of attorney previously filed
02/26/2014
Date

**Signature of Reporting Person

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 1,132 shares were acquired during 2009-2011 pursuant to a dividend reinvestment plan which provided broad-based participation, did not discriminate in favor of employees of Overseas Shipholding Group, Inc. and operated on substantially the same terms for plan participants. The reporting person inadvertently did not include these shares in his prior filings.

(2) In accordance with the terms of the Overseas Shipholding Group, Inc. 2004 Stock Incentive Plan, as amended, these 1,624 shares of common stock were surrendered to Overseas Shipholding Group, Inc. upon the February 24, 2014 vesting of 6,135 shares (the "Vested Shares") of the reporting person's restricted stock in payment of the reporting person's tax withholding liability incurred as a result of the vesting of the Vested Shares. Of these 38,143 shares of common stock, 12,198 shares are subject to vesting restrictions as of February 26, 2014.

(3) The 60 shares are held in an individual retirement account ("IRA"). The Reporting Person is a co-trustee of the IRA and has a 50% interest in the assets of the IRA, including the 60 shares.

(4) The Reporting Person indirectly owns these 4,821 shares of common stock through the Overseas Shipholding Group, Inc. 2000 Employee Stock Purchase Plan as of February 26, 2014.

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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