

OVERSEAS SHIPHOLDING GROUP INC

Form 4

January 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 [OSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP & Head of US Flag Bus.Unit

(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 or Price		
Common Stock, par value \$1.00 per share	01/10/2011		F		719 ⁽¹⁾ D \$ 36.76	19,664 ⁽²⁾ D	
Common Stock, par value \$1.00 per share	12/31/2010		J ⁽²⁾		41 ⁽²⁾ A ⁽²⁾ 19,705 ⁽²⁾	D	
Common Stock, par	12/31/2010		J ⁽³⁾		3 ⁽³⁾ A ⁽³⁾ 56 ⁽³⁾	I ⁽³⁾	(3)

value \$1.00
per share
Common
Stock, par
value \$1.00
per share

4,457 ⁽⁴⁾ I ⁽⁴⁾ (4)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

SVP & Head of US Flag Bus.Unit

Signatures

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

01/11/2011

__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) In accordance with the terms of the Overseas Shipholding Group, Inc. 2004 Stock Incentive Plan, these 719 shares of common stock were surrendered to Overseas Shipholding Group, Inc. upon the January 10, 2011 vesting of 2,345 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.

(2) These 41 shares of common stock were acquired during 2010 pursuant to a dividend reinvestment plan which provides for a broad based participation, does not discriminate in favor of employees of Overseas Shipholding Group, Inc. and operates on substantially the same terms for the plan participants. Of these 19,705 shares of common stock, 5,213 shares are subject to vesting restrictions as of January 10, 2011.

(3) These 3 shares of common stock were acquired during 2010 pursuant to a dividend reinvestment plan similar to the plan described in Note 2. The 56 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 56 shares.

(4) The reporting person indirectly owns these 4,457 shares of common stock through the Overseas Shipholding Group, Inc. 2000 Employee Stock Purchase Plan as of December 31, 2010.

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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