

OVERSEAS SHIPHOLDING GROUP INC  
Form 4/A  
December 01, 2016

**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 \*  
BERNLOHR TIMOTHY J

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)  
TJB MANAGEMENT CONSULTING, LLC, 4 ALDAN'S WAY

3. Date of Earliest Transaction (Month/Day/Year)  
06/23/2016

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

(Street)  
NEWTOWN, PA 18940

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/23/2016

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) |
|-------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
|                                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |
| Class A Common Stock, par value \$.01 per share | 06/13/2016                           |                                                    | J                              |                                                                   | 57,280<br>(1)                                                                                 | D                                                        | \$ 0 11,456 (1) D                 |
| Class A Common Stock, par value \$.01 per share | 06/23/2016                           |                                                    | J                              |                                                                   | 8,432<br>(2)                                                                                  | A                                                        | \$ 0 19,888 (2) D                 |

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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 (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 Beneficially Owned (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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

BERNLOHR TIMOTHY J  
TJB MANAGEMENT CONSULTING, LLC  
4 ALDAN'S WAY  
NEWTOWN, PA 18940

X

## Signatures

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

12/01/2016

\_\_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).

In his previous filing which this filing amends, the Reporting Person did not reflect the 6,248 shares of Class A Common Stock the Reporting Person received on December 17, 2015 as a result of a stock dividend of one share of Class A Common Stock for every ten shares of Class A Common Stock owned. On June 13, 2016, the Issuer effected a reverse stock split of one new share of Class A

(1) Common Stock issued in exchange for every six existing shares of Class A Common Stock, resulting in the Reporting Person owning 11,456 new shares of Class A Common Stock in exchange for the 68,736 existing shares of Class A Common Stock (reflecting the stock dividend of one share of Class A Common Stock for every ten shares of Class A common Stock paid on December 17, 2015) owned by the Reporting Person.

(2)

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These 8,432 shares of Class A Common Stock were granted to the Reporting Person by the Issuer on June 22, 2016 pursuant to the Issuer's Non-Employee Director Incentive Compensation Plan and vest on the earlier of (i) June 8, 2017 and (ii) the date of the annual meeting of stockholders in 2017.

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.