

Nudi Jay
Form 4
December 27, 2011

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nudi Jay

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 WEST LAUREL STREET
(Street)

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Treasurer / PAO

TAMPA, FL 33607

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/26/2011		M	14,023	A \$ 0	71,639	D
Common Stock	12/26/2011		F ⁽¹⁾	3,709	D \$ 2.53	67,930	D
Common Stock	12/26/2011		M	7,031	A \$ 0	74,961	D
Common Stock	12/26/2011		F ⁽¹⁾	1,860	D \$ 2.53	73,101	D

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.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/26/2011		M		14,023		(3)	(3)	Common Stock	14,023
Restricted Stock Units	(2)	12/26/2011		M		7,031		(4)	(4)	Common Stock	7,031

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nudi Jay 5215 WEST LAUREL STREET TAMPA, FL 33607	Treasurer / PAO

Signatures

/s/ Jay Nudi 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.

(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.

Edgar Filing: Nudi Jay - Form 4

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.