

Gordon Mark  
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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gordon Mark

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  
☒ Officer (give title below) ☐ Other (specify below)  
President & C.O.O.

TAMPA, FL 33607

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/26/2011                              |                                                             | M                                    | 33,768                                                                  | A \$ 0                                                                                                             | 143,774                                                              | D                                       |
| Common<br>Stock                       | 12/26/2011                              |                                                             | F <sup>(1)</sup>                     | 8,932                                                                   | D \$<br>2.53                                                                                                       | 134,842                                                              | D                                       |
| Common<br>Stock                       | 12/26/2011                              |                                                             | M                                    | 16,989                                                                  | A \$ 0                                                                                                             | 151,831                                                              | D                                       |
| Common<br>Stock                       | 12/26/2011                              |                                                             | F <sup>(1)</sup>                     | 4,494                                                                   | D \$<br>2.53                                                                                                       | 147,337                                                              | 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. De           |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (2)                                                    | 12/26/2011                           |                                                    | M                              |                                                                                         | 33,768                                                   |     | (3)                                                           | (3)             | Common Stock | 33,768                     |
| Restricted Stock Units                     | (2)                                                    | 12/26/2011                           |                                                    | M                              |                                                                                         | 16,989                                                   |     | (4)                                                           | (4)             | Common Stock | 16,989                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                    |       |
|-----------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                           | Director      | 10% Owner | Officer            | Other |
| Gordon Mark<br>5215 WEST LAUREL STREET<br>TAMPA, FL 33607 | X             |           | President & C.O.O. |       |

## Signatures

/s/ Mark D. Gordon 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.

## Edgar Filing: Gordon Mark - Form 4

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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