

RECANATI DIANE
Form 4
December 05, 2005

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 *
RECANATI DIANE

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

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

C/O 590 SERVICES CORPORATION, 590 FIFTH AVENUE, 19TH FLOOR

(Street)

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

NEW YORK, NY 10036

(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 | 12/01/2005 | | S | | 5,830 (1) D \$ 53 | 838,254 (2) | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | | S | | 547 (1) D \$ 53.01 | 837,707 | D |
| Common Stock, par | 12/01/2005 | | S | | 349 (1) D \$ 53.02 | 837,358 | D |

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| | | | | | | | |
|--|------------|---|---------------------|---|-------------|---------|---|
| value \$1.00 per share Common Stock, par value \$1.00 per share | 12/01/2005 | S | 485 <u>(1)</u> | D | \$ 53.03 | 836,873 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 873 <u>(1)</u> | D | \$ 53.04 | 836,000 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 310 <u>(1)</u> | D | \$ 53.05 | 835,690 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 39 <u>(1)</u> | D | \$ 53.06 | 835,651 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 369 <u>(1)</u> | D | \$ 53.07 | 835,282 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 427 <u>(1)</u> | D | \$ 53.08 | 834,855 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 78 <u>(1)</u> | D | \$ 53.09 | 834,777 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 893 <u>(1)</u> | D | \$ 53.1 | 833,884 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 39 <u>(1)</u> | D | \$ 53.12 | 833,845 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 1,688 <u>(1)</u> | D | \$ 53.13 | 832,157 | D |
| Common Stock, par value \$1.00 | 12/01/2005 | S | 194 <u>(1)</u> | D | \$ 53.14 | 831,963 | D |

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| | | | | | | | |
|---|------------|---|-------------------------|---|-------------|---------|---|
| per share | | | | | | | |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 524 ⁽¹⁾ | D | \$ 53.15 | 831,439 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 78 ⁽¹⁾ | D | \$ 53.16 | 831,361 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 349 ⁽¹⁾ | D | \$ 53.17 | 831,012 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 563 ⁽¹⁾ | D | \$ 53.18 | 830,449 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 504 ⁽¹⁾ | D | \$ 53.19 | 829,945 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 1,785 ⁽¹⁾ | D | \$ 53.2 | 828,160 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 369 ⁽¹⁾ | D | \$ 53.22 | 827,791 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 194 ⁽¹⁾ | D | \$ 53.23 | 827,597 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 175 ⁽¹⁾ | D | \$ 53.24 | 827,422 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 330 ⁽¹⁾ | D | \$ 53.25 | 827,092 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 272 ⁽¹⁾ | D | \$ 53.26 | 826,820 | D |

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|--|------------|---|------------------|---|----------|--|---|
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 563 <u>(1)</u> | D | \$ 53.27 | 826,257 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 194 <u>(1)</u> | D | \$ 53.28 | 826,063 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 582 <u>(1)</u> | D | \$ 53.29 | 825,481 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 4,365 <u>(1)</u> | D | \$ 53.3 | 821,116 | D |
| Common Stock, par value \$1.00 per share | 12/01/2005 | S | 78 <u>(1)</u> | D | \$ 53.31 | 821,038 <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| RECANATI DIANE C/O 590 SERVICES CORPORATION 590 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10036 | | | X | |

Signatures

/s/James I. Edelson, Attorney-in-Fact pursuant to a power of attorney previously filed 12/05/2005

**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) Sold pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) The 335,055 shares of common stock of the Issuer held indirectly by the Reporting Person through OSG Holdings, a New York Partnership, have been distributed to the Reporting Person.
1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 135(1) D \$53.32 5. 820,903 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 78(1) D \$53.34 5. 820,825 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 39(1) D \$53.35 5. 820,786 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 427(1) D \$53.39 5. 820,359 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 19(1) D \$53.42 5. 820,340 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 1,707(1) D \$53.45 5. 818,633 6. D
1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 19(1) D \$53.48 5. 818,614 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 97(1) D \$53.49 5. 818,517 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 116(1) D \$53.50 5. 818,401 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 194(1) D \$53.51 5. 818,207 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 175(1) D \$53.55 5. 818,032 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 679(1) D \$53.60 5. 817,353 6. D
1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 155(1) D \$53.65 5. 817,198 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 19(1) D \$53.66 5. 817,179 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 155(1) D \$53.68 5. 817,024 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 388(1) D \$53.75 5. 816,636 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 19(1) D \$53.76 5. 816,617 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 213(1) D \$53.77 5. 816,404 6. D
1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 116(1) D \$53.78 5. 816,288 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 19(1) D \$53.80 5. 816,269 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 39(1) D \$53.81 5. 816,230 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 97(1) D \$53.82 5. 816,133 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 194(1) D \$53.84 5. 815,939 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 291(1) D \$53.85 5. 815,648 6. D
1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 194(1) D \$53.87 5. 815,454 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 970(1) D \$53.89 5. 814,484 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 194(1) D \$53.92 5. 814,290 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 194(1) D \$53.93 5. 814,096 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 582(1) D \$53.96 5. 813,514 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 194(1) D \$53.99 5. 813,320 6. D
1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 1,533(1) D \$54.00 5. 811,787 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 97(1) D \$54.01 5. 811,690 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 563(1) D \$54.02 5. 811,127 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 310(1) D \$54.03 5. 810,817 6. D 1. Common Stock, par value \$1.00 per share 2. 12/1/2005 3. S 4. 639(1) D \$54.00 5. 810,178 6. D 1. Common Stock, par value \$1.00 per share 5. 7,500 6. I (9)

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(9) Held by a trust for the benefit of the Reporting Person.

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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