EDELSON JAMES I.

Form 4

Stock, par

value \$1.00 per share

February 27, 2013

February 27,	2013									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								_	3235-0287	
Check this if no longe subject to	er STATEM	Washington, D.C. 20549 ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								
Section 16 Form 4 or Form 5 obligation may conti See Instru- 1(b).	SECURITIES SECURITIES SECURITIES burden hours per response 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 20(1) of the Legentre of Company Act of 1940									
(Print or Type R	esponses)									
EDELSON JAMES I. Symbol			er Name and			g	5. Relationship of Reporting Person(s) to Issuer			
	JP INC [OS				(Check all applicable)					
(Last) (First) (Middle) 3. Date of 1 (Month/Date of 1) (Month/Date of 1) (Middle) (Middle) (Month/Date of 1) (Middle) (Month/Date of 1) (Middle) (Middle) (Month/Date of 1) (Middle) (Month/Date of 1) (Middle) (Month/Date of 1) (Middle) (Middle) (M				ansaction			Director 10% Owner X Officer (give title Other (specify below) SVP, Gen. Counsel and Sec'y.			
(Street) 4. If Amen Filed(Mont				_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK (City)		Zip) Ta					Person			
		1 a					quired, Disposed of			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code r) (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$1.00 per share	02/25/2013		F	1,721 (1)	D	\$ 1.05	21,886 (1)	D		
Common Stock, par value \$1.00 per share							5,134 (2)	I (2)	(2)	
Common										

(3)

1,562 (3)

I (3)

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Date	Date		Number		
				G 1 W	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EDELSON JAMES I. 666 THIRD AVENUE 5TH FLOOR NEW YORK, NY 10017

SVP, Gen. Counsel and Sec'y.

Signatures

/s/James I. 02/27/2013 Edelson

**Signature of Date
Reporting Person

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 accordance with the terms of the Overseas Shipholding Group, Inc. 2004 Stock Incentive Plan, as amended, these 1,721 shares of common stock were surrendered to Overseas Shipholding Group, Inc. upon the February 25, 2013 vesting of 3,695 shares (the "Vested

- (1) Shares") of the Reporting Person's restricted stock in payment of the Reporting Person's tax withholding liability incurred as of a result of the vesting of the Vested Shares. Of these 21,886 shares of common stock, 12,342 shares are subject to vesting restrictions as of February 25, 2013.
- (2) The reporting person indirectly owns these 5,134 shares of common stock through the OSG Ship Management, Inc. Savings Plan as of February 21, 2013.

Reporting Owners 2

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(9-02)

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(3) The reporting person indirectly owns these 1,562 shares of common stock through the Overseas Shipholding Group, Inc. 2000 Employee Stock Purchase Plan as of December 31, 2012.

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.