

RECANATI ARIEL
Form 4
December 06, 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 ARIEL

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)
511 FIFTH AVENUE, 17TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2005

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

(Street)
NEW YORK, NY 10017

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$1.00 per share	12/02/2005		S	(1)	3,378	D	\$ 54 125,818 D
Common Stock, par value \$1.00 per share	12/02/2005		S	(1)	800	D	\$ 54.01 125,018 D
Common Stock, par value \$1.00	12/02/2005		S	(1)	180	D	\$ 54.02 124,838 D

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per share							
Common Stock, par value \$1.00 per share	12/02/2005	S	130 <u>(1)</u>	D	\$ 54.03	124,708	D
Common Stock, par value \$1.00 per share	12/02/2005	S	127 <u>(1)</u>	D	\$ 54.04	124,581	D
Common Stock, par value \$1.00 per share	12/02/2005	S	47 <u>(1)</u>	D	\$ 54.05	124,534	D
Common Stock, par value \$1.00 per share	12/02/2005	S	81 <u>(1)</u>	D	\$ 54.06	124,453	D
Common Stock, par value \$1.00 per share	12/02/2005	S	96 <u>(1)</u>	D	\$ 54.07	124,357	D
Common Stock, par value \$1.00 per share	12/02/2005	S	99 <u>(1)</u>	D	\$ 54.08	124,258	D
Common Stock, par value \$1.00 per share	12/02/2005	S	71 <u>(1)</u>	D	\$ 54.09	124,187	D
Common Stock, par value \$1.00 per share	12/02/2005	S	65 <u>(1)</u>	D	\$ 54.1	124,122	D
Common Stock, par value \$1.00 per share	12/02/2005	S	9 <u>(1)</u>	D	\$ 54.12	124,113	D
Common Stock, par value \$1.00 per share	12/02/2005	S	6 <u>(1)</u>	D	\$ 54.13	124,107	D
Common Stock, par value \$1.00 per share	12/02/2005	S	24 <u>(1)</u>	D	\$ 54.14	124,083	D

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Common Stock, par value \$1.00 per share	12/02/2005	S	25 <u>(1)</u>	D	\$ 54.16	124,058	D		
Common Stock, par value \$1.00 per share	12/02/2005	S	25 <u>(1)</u>	D	\$ 54.19	124,033	D		
Common Stock, par value \$1.00 per share	12/02/2005	S	6 <u>(1)</u>	D	\$ 54.22	124,027	D		
Common Stock, par value \$1.00 per share	12/02/2005	S	3 <u>(1)</u>	D	\$ 54.24	124,024	D		
Common Stock, par value \$1.00 per share	12/02/2005	S	25 <u>(1)</u>	D	\$ 54.25	123,999	D		
Common Stock, par value \$1.00 per share	12/02/2005	S	16 <u>(1)</u>	D	\$ 54.26	123,983	D		
Common Stock, par value \$1.00 per share	12/02/2005	S	10,025 <u>(1)</u>	D	\$ 54	377,740	I <u>(2)</u>		(2)
Common Stock, par value \$1.00 per share	12/02/2005	S	2,374 <u>(1)</u>	D	\$ 54.01	375,366	I <u>(2)</u>		(2)
Common Stock, par value \$1.00 per share	12/02/2005	S	534 <u>(1)</u>	D	\$ 54.02	374,832	I <u>(2)</u>		(2)
Common Stock, par value \$1.00 per share	12/02/2005	S	386 <u>(1)</u>	D	\$ 54.03	374,446	I <u>(2)</u>		(2)
Common Stock, par value \$1.00 per share	12/02/2005	S	377 <u>(1)</u>	D	\$ 54.04	374,069	I <u>(2)</u>		(2)
	12/02/2005	S	138 <u>(1)</u>	D		373,931	I <u>(2)</u>		(2)

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Common Stock, par value \$1.00 per share					\$				
					54.05				
Common Stock, par value \$1.00 per share	12/02/2005		S	239 ⁽¹⁾	D	\$	373,692	I ⁽²⁾	(2)
					54.06				
Common Stock, par value \$1.00 per share	12/02/2005		S	285 ⁽¹⁾	D	\$	373,407	I ⁽²⁾	(2)
					54.07				
Common Stock, par value \$1.00 per share	12/02/2005		S	295 ⁽¹⁾	D	\$	373,112	I ⁽²⁾	(2)
					54.08				
Common Stock, par value \$1.00 per share	12/02/2005		S	212 ⁽¹⁾	D	\$	372,900 ⁽³⁾	I ⁽²⁾	(2)
					54.09	⁽⁴⁾			

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 ARIEL 511 FIFTH AVENUE 17TH FLOOR NEW YORK, NY 10017	X	X		

Signatures

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

12/06/2005

__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 Reporting Person serves as a co-trustee of a family trust which owns these shares and may, therefore, be deemed to indirectly own such shares.
 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 193(1) D \$54.10 5. 372,707 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 27(1) D \$54.12 5. 372,680 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 18(1) D \$54.13 5. 372,662 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 74(1) D \$54.14 5. 372,588 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 74(1) D \$54.16 5. 372,514 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 74(1) D \$54.19 5. 372,440 6. I 7. (2)
 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 18(1) D \$54.22 5. 372,422 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 9(1) D \$54.24 5. 372,413 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 74(1) D \$54.25 5. 372,339 6. I 7. (2) 1. Common Stock, par value \$1.00 per share 2. 12/2/2005 3. S 4. 46(1) D \$54.26 5. 372,293 6. I 7. (2)

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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