

RECANATI YUDITH YOVEL

Form 4

June 27, 2006

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 YUDITH YOVEL

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)

64 KAPLAN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2006

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

HERZLIYA, ISRAEL, L3 00000

(City) (State) (Zip)

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$1.00 per share	06/26/2006		S	22,562 (1)	D \$ 58 762,887	D	
Common Stock, par value \$1.00 per share	06/26/2006		S	535 (1)	D \$ 58.01 762,352	D	
Common Stock, par value \$1.00 per share	06/26/2006		S	1,622 (1)	D \$ 58.02 760,730	D	

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Common Stock, par value \$1.00 per share	06/26/2006	S	<u>1,217</u> (1)	D	\$ 58.03	759,513	D
Common Stock, par value \$1.00 per share	06/26/2006	S	867 <u>(1)</u>	D	\$ 58.04	758,646	D
Common Stock, par value \$1.00 per share	06/26/2006	S	903 <u>(1)</u>	D	\$ 58.05	757,743	D
Common Stock, par value \$1.00 per share	06/26/2006	S	221 <u>(1)</u>	D	\$ 58.06	757,522	D
Common Stock, par value \$1.00 per share	06/26/2006	S	92 <u>(1)</u>	D	\$ 58.07	757,430	D
Common Stock, par value \$1.00 per share	06/26/2006	S	<u>1,345</u> (1)	D	\$ 58.08	756,085	D
Common Stock, par value \$1.00 per share	06/26/2006	S	755 <u>(1)</u>	D	\$ 58.09	755,330	D
Common Stock, par value \$1.00 per share	06/26/2006	S	792 <u>(1)</u>	D	\$ 58.1	754,538	D
Common Stock, par value \$1.00 per share	06/26/2006	S	37 <u>(1)</u>	D	\$ 58.11	754,501	D
Common Stock, par value \$1.00 per share	06/26/2006	S	368 <u>(1)</u>	D	\$ 58.12	754,133	D
Common Stock, par value \$1.00 per share	06/26/2006	S	37 <u>(1)</u>	D	\$ 58.13	754,096	D
	06/26/2006	S	55 <u>(1)</u>	D		754,041	D

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Common
Stock, par
value \$1.00
per share

\$
58.18

Common
Stock, par
value \$1.00 06/26/2006
per share

S 92 ⁽¹⁾ D \$ 58.25 753,949 ⁽²⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 YUDITH YOVEL 64 KAPLAN STREET HERZLIYA, ISRAEL, L3 00000	X

Signatures

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

06/27/2006

 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) As a result of the sale of shares of common stock of the Issuer, the Reporting Person no longer may be deemed to beneficially own at least 10% of the common stock of the Issuer.

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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