

Laxton David L III
 Form 4
 May 04, 2012

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 *
 Laxton David L III

2. Issuer Name and Ticker or Trading Symbol
 Edgen Group Inc. [EDG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O EDGEN GROUP INC., 18444
 HIGHLAND ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/02/2012

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

(Street)
 BATON ROUGE, LA 70809

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

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
Class A Common Stock ⁽¹⁾	05/02/2012		A		296,213	A	\$ 0
					296,213	D	

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

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

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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. Pr Deriv Secur (Instr
Options (right to buy) ⁽²⁾	\$ 14.31	05/02/2012		A	34,934	<u>(2)</u> <u>(2)</u>	Class A Common Stock	34,934

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Laxton David L III C/O EDGEN GROUP INC. 18444 HIGHLAND ROAD BATON ROUGE, LA 70809	X		EVP & CFO	

Signatures

/s/ David L.
Laxton, III

05/04/2012

**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) Represents restricted shares of Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen"), of which 221,378.57 shares are vested. Mr. Laxton's unvested restricted shares of Class A Common Stock vest 20% on each of the first five anniversaries of August 19, 2010, subject to his continued employment with Edgen.
 - (2) Represents a grant of options to buy shares of Class A Common Stock, of which 27,946.97 options are vested. Mr. Laxton's unvested options will vest 20% on each of the first five anniversaries of October 1, 2007, subject to his continued employment with Edgen. Mr. Laxton's options expire on October 1, 2017.

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.