

RECANATI MICHAEL
Form 4
June 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 MICHAEL

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)
590 FIFTH AVE 19TH FLR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/21/2006

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

NEW YORK, NY 10036
(City) (State) (Zip)

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 or Price | | |
| Common Stock, par value \$1.00 per share | 06/21/2006 | | S | | 4,991 (1) | D | \$ 57 173,744 I (2) (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | | S | | 1,608 (1) | D | \$ 57.01 172,136 I (2) (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | | S | | 445 (1) | D | \$ 57.02 171,691 I (2) (2) |

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| | | | | | | | | |
|---|------------|---|----------------|---|-------------|---------|--------------|-----|
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 73 <u>(1)</u> | D | \$ 57.03 | 171,618 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 215 <u>(1)</u> | D | \$ 57.04 | 171,403 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 403 <u>(1)</u> | D | \$ 57.05 | 171,000 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 267 <u>(1)</u> | D | \$ 57.06 | 170,733 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 51 <u>(1)</u> | D | \$ 57.07 | 170,682 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 10 <u>(1)</u> | D | \$ 57.08 | 170,672 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 26 <u>(1)</u> | D | \$ 57.09 | 170,646 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 31 <u>(1)</u> | D | \$ 57.1 | 170,615 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 31 <u>(1)</u> | D | \$ 57.13 | 170,584 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 58 <u>(1)</u> | D | \$ 57.14 | 170,526 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 63 <u>(1)</u> | D | \$ 57.15 | 170,463 | I <u>(2)</u> | (2) |
| | 06/21/2006 | S | 121 <u>(1)</u> | D | | 170,342 | I <u>(2)</u> | (2) |

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| | | | | | | | | |
|---|------------|---|----------------|---|-------------|---------|--------------|-----|
| Common Stock, par value \$1.00 per share | | | | | \$ 57.16 | | | |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 63 <u>(1)</u> | D | \$ 57.17 | 170,279 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 31 <u>(1)</u> | D | \$ 57.18 | 170,248 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 84 <u>(1)</u> | D | \$ 57.19 | 170,164 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 58 <u>(1)</u> | D | \$ 57.2 | 170,106 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 22 <u>(1)</u> | D | \$ 57.21 | 170,084 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 31 <u>(1)</u> | D | \$ 57.23 | 170,053 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 42 <u>(1)</u> | D | \$ 57.25 | 170,011 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 141 <u>(1)</u> | D | \$ 57.26 | 169,870 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 26 <u>(1)</u> | D | \$ 57.27 | 169,844 | I <u>(2)</u> | (2) |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 37 <u>(1)</u> | D | \$ 57.28 | 169,807 | I <u>(2)</u> | (2) |
| | 06/21/2006 | S | 26 <u>(1)</u> | D | | 169,781 | I <u>(2)</u> | (2) |

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Common Stock, par value \$1.00 per share \$ 57.29

Common Stock, par value \$1.00 per share 15,303 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)

| 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RECANATI MICHAEL 590 FIFTH AVE 19TH FLR NEW YORK, NY 10036 | | X | | |

Signatures

/s/Daniel Pearson, Attorney-in-Fact pursuant to a power of attorney previously filed for Michael Recanati

06/22/2006

__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) Owned indirectly by Michael Recanati as investment trustee and discretionary beneficiary of The Michael Recanati Trust.

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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