

RECANATI YUDITH YOVEL
Form 4
June 22, 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)

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

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

64 KAPLAN STREET

(Street)

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

HERZLIYA, ISRAEL, L3 00000

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$1.00 per share | 06/21/2006 | | S | | 17,550 (1) | D | \$ 57 799,399 D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | | S | | 5,657 (1) | D | \$ 57.01 793,742 D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | | S | | 1,567 (1) | D | \$ 57.02 792,175 D |

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| | | | | | | | |
|---|------------|---|---------------------|---|-------------|---------|---|
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 259 <u>(1)</u> | D | \$ 57.03 | 791,916 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 756 <u>(1)</u> | D | \$ 57.04 | 791,160 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 1,418 <u>(1)</u> | D | \$ 57.05 | 789,742 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 939 <u>(1)</u> | D | \$ 57.06 | 788,803 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 184 <u>(1)</u> | D | \$ 57.07 | 788,619 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 38 <u>(1)</u> | D | \$ 57.08 | 788,581 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 92 <u>(1)</u> | D | \$ 57.09 | 788,489 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 112 <u>(1)</u> | D | \$ 57.1 | 788,377 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 111 <u>(1)</u> | D | \$ 57.13 | 788,266 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 202 <u>(1)</u> | D | \$ 57.14 | 788,064 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 221 <u>(1)</u> | D | \$ 57.15 | 787,843 | D |
| | 06/21/2006 | S | 423 <u>(1)</u> | D | | 787,420 | D |

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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 | 221 <u>(1)</u> | D | \$ 57.17 | 787,199 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 112 <u>(1)</u> | D | \$ 57.18 | 787,087 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 295 <u>(1)</u> | D | \$ 57.19 | 786,792 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 203 <u>(1)</u> | D | \$ 57.2 | 786,589 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 71 <u>(1)</u> | D | \$ 57.21 | 786,518 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 112 <u>(1)</u> | D | \$ 57.23 | 786,406 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 147 <u>(1)</u> | D | \$ 57.25 | 786,257 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 497 <u>(1)</u> | D | \$ 57.26 | 785,762 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 92 <u>(1)</u> | D | \$ 57.27 | 785,670 | D |
| Common Stock, par value \$1.00 per share | 06/21/2006 | S | 129 <u>(1)</u> | D | \$ 57.28 | 785,541 | D |
| | 06/21/2006 | S | 92 <u>(1)</u> | D | | 785,449 | D |

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

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 power of attorney previously filed 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.

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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