

PEARSON JAMES MICHAEL
Form 4
June 15, 2009

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 *
PEARSON JAMES MICHAEL

2. Issuer Name and Ticker or Trading Symbol
Orion Marine Group Inc [ORN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12550 FUQUA ST.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2009

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

HOUSTON, TX 77034

(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	06/12/2009		M		179,373 A \$ 1.96	217,789	D
Common stock	06/12/2009		S		230 ⁽¹⁾ D \$ 16.8	217,559	D
Common stock	06/12/2009		S		300 ⁽¹⁾ D \$ 16.82	217,259	D
Common stock	06/12/2009		S		600 ⁽¹⁾ D \$ 16.83	216,659	D
Common stock	06/12/2009		S		278 ⁽¹⁾ D \$ 16.84	216,381	D

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Common stock	06/12/2009	S	600 <u>(1)</u>	D	\$ 16.85	215,781	D
Common stock	06/12/2009	S	1,910 <u>(1)</u>	D	\$ 16.86	213,871	D
Common stock	06/12/2009	S	200 <u>(1)</u>	D	\$ 16.87	213,671	D
Common stock	06/12/2009	S	300 <u>(1)</u>	D	\$ 16.88	213,371	D
Common stock	06/12/2009	S	7,760 <u>(1)</u>	D	\$ 16.89	205,611	D
Common stock	06/12/2009	S	7,228 <u>(1)</u>	D	\$ 16.9	198,383	D
Common stock	06/12/2009	S	6,250 <u>(1)</u>	D	\$ 16.91	192,133	D
Common stock	06/12/2009	S	2,250 <u>(1)</u>	D	\$ 16.92	189,883	D
Common stock	06/12/2009	S	1,794 <u>(1)</u>	D	\$ 16.93	188,089	D
Common stock	06/12/2009	S	400 <u>(1)</u>	D	\$ 16.94	187,689	D
Common stock	06/12/2009	S	5,734 <u>(1)</u>	D	\$ 16.95	181,955	D
Common stock	06/12/2009	S	400 <u>(1)</u>	D	\$ 16.96	181,555	D
Common stock	06/12/2009	S	117 <u>(1)</u>	D	\$ 16.97	181,438	D
Common stock	06/12/2009	S	2,183 <u>(1)</u>	D	\$ 16.98	179,255	D
Common stock	06/12/2009	S	500 <u>(1)</u>	D	\$ 16.99	178,755	D
Common stock	06/12/2009	S	8,933 <u>(1)</u>	D	\$ 17	169,822	D
Common stock	06/12/2009	S	3,900 <u>(1)</u>	D	\$ 17.01	165,922	D
Common stock	06/12/2009	S	1,000 <u>(1)</u>	D	\$ 17.02	164,922	D
Common stock	06/12/2009	S	4,300 <u>(1)</u>	D	\$ 17.03	160,622	D
Common stock	06/12/2009	S	5,505 <u>(1)</u>	D	\$ 17.04	155,117	D
	06/12/2009	S	7,312 <u>(1)</u>	D		147,805	D

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Common stock					\$	17.05	
Common stock	06/12/2009	S	1,900 ⁽¹⁾	D	\$	17.06	145,905 D
Common stock	06/12/2009	S	2,800 ⁽¹⁾	D	\$	17.07	143,105 D
Common stock	06/12/2009	S	2,200 ⁽¹⁾	D	\$	17.08	140,905 D
Common stock	06/12/2009	S	300 ⁽¹⁾	D	\$	17.09	140,605 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common stock options	\$ 1.96	06/12/2009		M	179,373	05/17/2007	08/02/2016	Common stock	179,373

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON JAMES MICHAEL 12550 FUQUA ST. HOUSTON, TX 77034	X		Chief Executive Officer	

Signatures

J. Michael
Pearson 06/15/2009

**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) These shares were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2009.

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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