

Shaw Lawrence J
Form 4
November 05, 2010

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 *
Shaw Lawrence J

2. Issuer Name and Ticker or Trading Symbol
OMNI ENERGY SERVICES CORP
[OMNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 3761

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Sales - Land & Offshore

LAFAYETTE, LA 70502

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

(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 | (A) or (D) | Price |
| Common Stock | 10/27/2010 | | D | | 12,500 (2) | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 35,778 (3) | D | \$ 2.75 (1) |

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

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SEC 1474
(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Company Stock Option | \$ 2.28 | 10/27/2010 | | D | 16,832 | <u>(4)</u> | 05/15/2018 | Common Stock | 16,832 |
| Company Stock Option | \$ 2.08 | 10/27/2010 | | D | 22,500 | <u>(5)</u> | 08/03/2019 | Common Stock | 22,500 |
| Company Stock Option | \$ 1.26 | 10/27/2010 | | D | 100,000 | <u>(6)</u> | 01/01/2020 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaw Lawrence J PO BOX 3761 LAFAYETTE, LA 70502 | | | VP of Sales - Land & Offshore | |

Signatures

Lawrence Shaw 11/05/2010
 __Signature of Date
 Reporting Person

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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of June 3, 2010 by and among Wellspring OMNI Holdings Corporation, Wellspring OMNI Acquisition Corporation and OMNI Energy Services Corp. (the "Merger") in exchange for \$2.75 per share (the "Merger Consideration").
 - (2) Includes 9,375 shares representing former shares of restricted stock that vested immediately prior to the effective time of the Merger and converted into the right to receive the Merger Consideration.
 - (3) Includes 13,418 shares representing former shares of restricted stock that vested prior to the effective time of the Merger and converted into the right to receive the Merger Consideration and 22,360 shares representing former shares of restricted stock that were cancelled at closing.
 - (4) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$7,911.04.

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(5) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$15,075.00.

(6) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$149,000.00.

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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