

ODYSSEY MARINE EXPLORATION INC
 Form 4
 December 21, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Nudi Jay

2. Issuer Name and Ticker or Trading Symbol
 ODYSSEY MARINE EXPLORATION INC [OMEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5215 WEST LAUREL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/20/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim CFO, Treasurer/PAO

TAMPA, FL 33607

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	12/20/2016		A		18,337	A	\$ 0
Common Stock	12/20/2016		F		4,996	D	\$ 3.47
					29,854		(1)
					24,858		(1)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit (RSU)	(2)	12/20/2016		M	1,069	(3) 12/20/2016	Common Stock 1,069
Restricted Stock Unit (RSU)	(2)	12/20/2016		M	900	(4) 12/20/2017	Common Stock 900
Restricted Stock Unit (RSU)	(2)	12/20/2016		M	16,368	(5) 12/20/2018	Common Stock 16,368

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nudi Jay 5215 WEST LAUREL STREET TAMPA, FL 33607			Interim CFO, Treasurer/PAO	

Signatures

/s/ Jay A. Nudi 12/21/2016

**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) The number of shares shown gives effect to reverse stock splits that became effective on February 19, 2016.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of OMEX common stock.
- (3) Restricted Stock Units vest in three equal annual installments on December 20, 2014, 2015, 2016.
- (4) Restricted Stock Units vest in three equal annual installments on December 20, 2015, 2016, 2017.
- (5) Restricted Stock Units vest in three equal annual installments on December 20, 2016, 2017, 2018.

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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