Orion Marine Group Inc Form 4 August 21, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing Da

See Instruction

| 1. Name and Address of Reporting SHANFELTER AUSTIN J | Symbol | er Name and Ticker or Trading Marine Group Inc [ORN] | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|---|--|---|--|--|--|--|
| (Last) (Einst) (A | | * | (Check all applicable) | | | | |
| (Last) (First) (N | , | of Earliest Transaction | X Director 10% Owner | | | | |
| | | /Day/Year) 2013 | | | | | |
| (Street) | 4. If Am | nendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| HOUSTON, TX 77034 | Filed(M | onth/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) | (Zip) Tal | ble I - Non-Derivative Securities Ac | quired, Disposed of, or Beneficially Owned | | | | |
| 1.Title of Security (Month/Day/Year) (Instr. 3) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) | | | | |
| Common Stock 08/19/2013 | | S 13,660 D \$ 10.40° | ₇₉ 13,349 D | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title at Amount of | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|---|------------------|----------------|-------------------------------|--------------------|-----------------------|-------------------------|------------------------|--|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (monda, Day, Teal) | · | Code (Instr. 8) | | | s I | | ng | (Instr. 5) | Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | nount umber uares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHANFELTER AUSTIN J 12000 AEROSPACE DR. SUITE 300 X HOUSTON, TX 77034

Signatures

Austin J. 08/21/2013 Shanfelter

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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