

Shaw Lawrence J  
 Form 4  
 November 05, 2010

**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 \*  
 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  
 (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 (A) or Price (D)		
Common Stock	10/27/2010			D	12,500 (2)	D	D
					\$ 2.75 (1)	0	
Common Stock	10/27/2010			D	35,778 (3)	D	D
					\$ 2.75 (1)	0	

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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