

Buchler Peter R.
Form 4
May 29, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Buchler Peter R.

(Last) (First) (Middle)

12000 AEROSPACE DR. SUITE
300

(Street)

HOUSTON, TX 77034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Orion Group Holdings Inc [ORN]

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

05/24/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
Executive Vice President / Genl Counsel &
Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. 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 Indirect Beneficial Ownership (Instr. 4)
Common stock	05/24/2018		A	23,458	A (1) 138,927	D	
Common Stock	05/24/2018		A	11,729	A (3) 150,656	D	

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

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information contained in this form are not
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(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)	8. Amount or Number of Shares
Common stock options	\$ 7.46	05/24/2018		A	31,475	<u>(2)</u> 05/24/2028	Common stock	31,475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buchler Peter R. 12000 AEROSPACE DR. SUITE 300 HOUSTON, TX 77034			Executive Vice President	Genl Counsel & Secretary

Signatures

Peter R. Buchler 05/29/2018

 **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) This grant of restricted stock vests cumulatively at a rate of 1/3 upon the first anniversary of the stock grant (May 24, 2019) and 1/36 per month thereafter such that all shares are vested on the third anniversary of the stock grant.
- (2) This stock option grant is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant (May 24, 2019) and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.
- (3) This grant of restricted stock vests entirely on third anniversary (May 24, 2021) if performance metrics are met.

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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