

Buchler Peter R.
Form 4
May 29, 2018

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 *
Buchler Peter R.

2. Issuer Name and Ticker or Trading Symbol
Orion Group Holdings Inc [ORN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12000 AEROSPACE DR. SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2018

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

(Street)
HOUSTON, TX 77034

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	(D)	Price
Common stock	05/24/2018		A		23,458	A	(1) 138,927
Common Stock	05/24/2018		A		11,729	A	(3) 150,656

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
Common stock options	\$ 7.46	05/24/2018		A	31,475	(2) 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 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) 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. 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.