

Edgar Filing: OVERSEAS SHIPHOLDING GROUP INC - Form SC 13D/A

OVERSEAS SHIPHOLDING GROUP INC  
Form SC 13D/A  
February 02, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)

Overseas Shipholding Group, Inc.  
(Name of Issuer)

Common Stock, par value \$1 per share  
(Title of Class of Securities)

690368 10 5  
(CUSIP Number)

Michael Mayberry, Esq.  
277 Park Avenue  
New York, NY 10172  
Tel. No.: (212) 207-2898  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

January 30, 2004  
(Date of Event which Requires Filing of  
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

-----  
1        NAME OF REPORTING PERSON  
          S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mary Ann Fribourg

-----  
2        CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

-----  
3        SEC USE ONLY  
-----

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4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		1,805,572
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		1,805,572

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,805,572

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

IN

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Paul Fribourg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS  
  
Not Applicable  
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IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

Not Applicable  
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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	-0-
	8	SHARED VOTING POWER	1,805,572
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	1,805,572

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1,805,572  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
4.6%  
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14 TYPE OF REPORTING PERSON  
  
IN  
-----

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Morton I. Sosland  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a)   
(b)

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Not Applicable

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14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Fribourg Enterprises, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,805,572
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		1,805,572
	10	SHARED DISPOSITIVE POWER
		-0-

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fribourg Grandchildren Family L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

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IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

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4.6%

14 TYPE OF REPORTING PERSON

PN

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This Amendment No. 8 to the Statement on Schedule 13D, dated March 12, 1992, filed by Fribourg Enterprises L.P., a Delaware limited partnership ("Fribourg Enterprises"), relating to the common stock, par value \$1 per share, of Overseas Shipholding Group, Inc. (the "OSG Common Stock"), a Delaware corporation ("OSG"), and as amended by Amendment No. 1, dated April 19, 1993, Amendment No. 2, dated December 3, 1996, Amendment No. 3, dated July 29, 1997, Amendment No. 4, dated April 29, 2002, Amendment No. 5, dated November 7, 2003, Amendment No. 6, dated November 11, 2003 and Amendment No. 7, dated January 15, 2004 (as so amended, the "Statement"), amends the Statement in the following respects only:

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item No. 5 is amended and restated in its entirety as follows:

a. With respect to each of the above entities and individuals, the 1,805,572 shares of OSG Common Stock that are beneficially owned constitutes approximately 4.6% of the issued and outstanding shares of OSG Common Stock.

b. Each of the above entities have sole voting and dispositive power with respect to the 1,805,572 shares and each of the above individuals have shared voting and dispositive power with respect to the 1,805,572 shares.

c. Fribourg Grandchildren Family L.P. sold shares of OSG Common Stock in open market transactions on the New York Stock Exchange as follows:

DATE	NUMBER OF SHARES	PRICE PER SHARE
----	-----	-----
1/13/2004	7,500	35.15
1/14/2004	7,500	35.3495
1/15/2004	7,500	35.4983
1/16/2004	7,500	35.3479
1/20/2004	7,500	35.8787
1/21/2004	7,500	37.0741
1/22/2004	7,500	37.9860
1/23/2004	7,500	37.8391
1/26/2004	7,500	37.9827
1/27/2004	7,500	36.2272
1/28/2004	7,500	35.2929
1/29/2004	5,000	34.8784

On January 30, 2004, Fribourg Grandchildren Family L.P. sold 212,669 shares of OSG Common Stock in an offering registered under the Securities Act of 1933 at a price of \$36.60 per share, less an underwriting commission of \$0.47 per share.

d. Under the terms of the Amended and Restated Agreement of Limited Partnership of Fribourg Grandchildren Family L.P., Fribourg Enterprises, LLC, the heirs of Michel Fribourg,

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and various trusts of the descendants of Michel Fribourg, have distribution rights with respect to the income of the partnership.

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e. On January 30, 2004, the reporting persons ceased to be the beneficial owners of more than five percent of OSG Common Stock.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 2, 2004

FRIBOURG GRANDCHILDREN FAMILY L.P.

By: Fribourg Enterprises, LLC, general partner

By: /s/ Mary Ann Fribourg

-----  
Mary Ann Fribourg as  
Trustee U/D/T dated 5/31/57 f/b/o Robert  
Fribourg, a Managing Member

By: /s/ Paul Fribourg

-----  
Paul Fribourg as  
Trustee U/D/T dated 5/31/57 f/b/o Robert  
Fribourg, a Managing Member

By: /s/ Morton I. Sosland

-----  
Morton I. Sosland as  
Trustee U/D/T dated 5/31/57 f/b/o Robert  
Fribourg, a Managing Member

FRIBOURG ENTERPRISES, LLC

By: /s/ Mary Ann Fribourg

-----  
Mary Ann Fribourg as  
Trustee U/D/T dated 5/31/57 f/b/o Robert  
Fribourg, a Managing Member

By: /s/ Paul Fribourg

-----  
Paul Fribourg as  
Trustee U/D/T dated 5/31/57 f/b/o Robert  
Fribourg, a Managing Member

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By: /s/ Morton I. Sosland

-----  
Morton I. Sosland as  
Trustee U/D/T dated 5/31/57 f/b/o Robert  
Fribourg, a Managing Member

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