

Stauffer Mark R.  
Form 4  
June 15, 2009

**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 \*  
Stauffer Mark R.

(Last) (First) (Middle)  
12550 FUQUA ST.  
  
(Street)

HOUSTON, TX 77034

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/12/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	06/12/2009		M		33,633	A	\$ 1.96
Common stock	06/12/2009		S		100 <sup>(1)</sup>	D	\$ 18.54
Common stock	06/12/2009		S		2,000 <sup>(1)</sup>	D	\$ 18.5
Common stock	06/12/2009		S		100 <sup>(1)</sup>	D	\$ 18.21
Common stock	06/12/2009		S		100 <sup>(1)</sup>	D	\$ 18.2

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Common stock	06/12/2009	S	100 <u>(1)</u>	D	\$ 18.155	154,552	D
Common stock	06/12/2009	S	2,700 <u>(1)</u>	D	\$ 18.15	151,852	D
Common stock	06/12/2009	S	900 <u>(1)</u>	D	\$ 18.145	150,952	D
Common stock	06/12/2009	S	300 <u>(1)</u>	D	\$ 18.14	150,652	D
Common stock	06/12/2009	S	100 <u>(1)</u>	D	\$ 18.13	150,552	D
Common stock	06/12/2009	S	100 <u>(1)</u>	D	\$ 18.105	150,452	D
Common stock	06/12/2009	S	1,752 <u>(1)</u>	D	\$ 18.1	148,700	D
Common stock	06/12/2009	S	100 <u>(1)</u>	D	\$ 18.095	148,600	D
Common stock	06/12/2009	S	150 <u>(1)</u>	D	\$ 18.08	148,450	D
Common stock	06/12/2009	S	1,498 <u>(1)</u>	D	\$ 18.06	146,952	D
Common stock	06/12/2009	S	2,150 <u>(1)</u>	D	\$ 18.0349	144,802	D
Common stock	06/12/2009	S	5,146 <u>(1)</u>	D	\$ 18.0132	139,656	D
Common stock	06/12/2009	S	2,704 <u>(1)</u>	D	\$ 18	136,952	D
Common stock	06/12/2009	S	3,633 <u>(1)</u>	D	\$ 17.8588	133,319	D
Common stock	06/12/2009	S	6,647 <u>(1)</u>	D	\$ 17.7815	126,672	D
Common stock	06/12/2009	S	3,353 <u>(1)</u>	D	\$ 17.7	123,319	D
Common stock	06/12/2009	S	1,200 <u>(1)</u>	D	\$ 17.6	122,119	D
Common stock	06/12/2009	S	8,800 <u>(1)</u>	D	\$ 17.5922	113,319	D
Common stock	06/12/2009	S	2,400 <u>(1)</u>	D	\$ 17.5494	110,919	D
Common stock	06/12/2009	S	3,394 <u>(1)</u>	D	\$ 17.46	107,525	D
	06/12/2009	S		D		104,425	D

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Common stock				3,100 (1)	\$			17.4538
Common stock	06/12/2009		S	1,106 (1)	D	\$	103,319	17.4509
Common stock	06/12/2009		S	10,000 (1)	D	\$	93,319	17.4061
Common stock	06/12/2009		S	1,300 (1)	D	\$	92,019	17.3523
Common stock	06/12/2009		S	5,000 (1)	D	\$	87,019	17.35

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	\$ 1.96	06/12/2009		M	33,633	05/17/2007 08/02/2016	Common stock	33,633	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauffer Mark R. 12550 FUQUA ST. HOUSTON, TX 77034			Chief Financial Officer	

## Signatures

Mark R.  
Stauffer

06/15/2009

\_\_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) These shares were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2009

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