

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

|                          |           |
|--------------------------|-----------|
| OMB APPROVAL             |           |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |
|---|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Sullivan Mary E</u><br><br>(Last) (First) (Middle)<br><u>12000 AEROSPACE AVENUE</u><br><u>SUITE 300</u><br><br>(Street)<br><u>HOUSTON TX 77034</u><br><br>(City) (State) (Zip) | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br><u>01/02/2019</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>Orion Group Holdings Inc [ ORN ]</u>  |  |
|   |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)    |  |
|   |  | 5. If Amendment, Date of Original Filed<br>(Month/Day/Year)   |  |
|   |  | 6. Individual or Joint/Group Filing (Check<br>Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One<br>Reporting Person |  |

| Table I - Non-Derivative Securities Beneficially Owned |  |   |  |
|--|--|---|--|
| 1. Title of Security (Instr. 4)                        | 2. Amount of Securities<br>Beneficially Owned (Instr. 4) | 3. Ownership<br>Form: Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
| <u>Common Stock</u>                                    | <u>8,427<sup>(1)</sup></u>                               | <u>D</u>  |  |

| Table II - Derivative Securities Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |                 |   |                            |  |  |   |
|---|--|-----------------|---|----------------------------|--|--|---|
| 1. Title of Derivative Security (Instr. 4)  | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |

Explanation of Responses:

1. Represents shares of restricted stock granted to the reporting person pursuant to the Orion Group Holdings, Inc. 2017 Long Term Incentive Plan and the Independent Director Compensation Policy of Orion Group Holdings, Inc. (the "Company"), as amended, in connection with her appointment as a director of the Company. The grant of restricted stock vests in its entirety on the date of the grant, January 2, 2019.

Mark R. Stauffer, attorney-in-  
fact for Mary E. Sullivan, 01/11/2019  
Director

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 5 (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).  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.