

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

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

<b>1. Name and Address of Reporting Person *</b> Rose James L. <hr/> (Last) (First) (Middle) 12550 FUQUA ST. <hr/> (Street) HOUSTON TX 77034 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> Orion Marine Group Inc [ORN]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 05/13/2009	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

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	05/13/2009		S		6,731	D	\$ 17.81	4,480	D	
Common Stock	05/14/2009		M		18,508	A	\$ 1.96	22,988	D	
Common Stock	05/14/2009		S		18,508	D	\$ 18.2856	4,480	D	
Common Stock	05/14/2009		M		14,115	A	\$ 13.5	18,595	D	
Common Stock	05/14/2009		S		14,115	D	\$ 18.2856	4,480	D	
Common Stock	05/14/2009		M		7,095	A	\$ 14.25	11,575	D	
Common Stock	05/14/2009		S		7,095	D	\$ 18.2856	4,480	D	

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common stock options	\$ 1.96	05/14/2009		M			18,508	(1)	(1)	Common Stock	18,508	\$ 1.96	97,981	D	
Common stock options	\$ 13.5	05/14/2009		M			14,115	(2)	(2)	Common Stock	14,115	\$ 13.5	83,866	D	
Common stock options	\$ 14.25	05/14/2009		M			7,095	(2)	(2)	Common Stock	7,095	\$ 14.25	76,771	D	

**Explanation of Responses:**

1. This stock option grant is exercisable cumulatively at a rate of 1/5 upon the first anniversary of the stock option grant (3/27/07) and 1/60 per month thereafter such that all option shares are exercisable on the fifth anniversary of the stock option grant
2. This stock option is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.

James L. Rose

05/15/2009

\*\* 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 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).

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.**