

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><br><b>PEARSON JAMES MICHAEL</b>    | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><b>Orion Marine Group Inc [ORN]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director                  10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below)      Other (specify below)<br><br><div style="text-align: right;"><b>Chief Executive Officer</b></div> |
|   | <b>3. Date of Earliest Transaction</b><br>(Month/Day/Year)<br><b>06/12/2009</b>           |   |
|   | <b>4. If Amendment, Date of Original Filed</b><br>(Month/Day/Year)                        | <b>6. Individual or Joint/Group Filing</b><br>(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |
| (Last)                  (First)                  (Middle)<br><b>12550 FUQUA ST.</b> |   |   |
| (Street)<br><b>HOUSTON TX 77034</b>   |   |   |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 100 <sup>(1)</sup>  | D          | \$ 17.34 | 63,539  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 4,700 <sup>(1)</sup>  | D          | \$ 17.35 | 58,839  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 300 <sup>(1)</sup>  | D          | \$ 17.36 | 58,539  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 3,650 <sup>(1)</sup>  | D          | \$ 17.4  | 54,889  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 765 <sup>(1)</sup>  | D          | \$ 17.41 | 54,124  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 1,700 <sup>(1)</sup>  | D          | \$ 17.42 | 52,424  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 1,000 <sup>(1)</sup>  | D          | \$ 17.43 | 51,424  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 600 <sup>(1)</sup>  | D          | \$ 17.44 | 50,824  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 3,304 <sup>(1)</sup>  | D          | \$ 17.45 | 47,520  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 2,909 <sup>(1)</sup>  | D          | \$ 17.46 | 44,611  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 1,006 <sup>(1)</sup>  | D          | \$ 17.47 | 43,605  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 400 <sup>(1)</sup>  | D          | \$ 17.48 | 43,205  | D  |   |
| Common stock                    | 06/12/2009                           |  | S                              |   | 1,000 <sup>(1)</sup>  | D          | \$ 17.49 | 42,205  | D  |   |

|              |            |  |   |  |                      |   |           |        |   |  |
|--------------|------------|--|---|--|----------------------|---|-----------|--------|---|--|
| Common stock | 06/12/2009 |  | S |  | 100 <sup>(1)</sup>   | D | \$ 17.49  | 43,105 | D |  |
| Common stock | 06/12/2009 |  | S |  | 894 <sup>(1)</sup>   | D | \$ 17.5   | 42,211 | D |  |
| Common stock | 06/12/2009 |  | S |  | 4,000 <sup>(1)</sup> | D | \$ 17.51  | 38,211 | D |  |
| Common stock | 06/12/2009 |  | S |  | 3,000 <sup>(1)</sup> | D | \$ 17.52  | 35,211 | D |  |
| Common stock | 06/12/2009 |  | S |  | 1,800 <sup>(1)</sup> | D | \$ 17.53  | 33,411 | D |  |
| Common stock | 06/12/2009 |  | S |  | 311 <sup>(1)</sup>   | D | \$ 17.54  | 33,100 | D |  |
| Common stock | 06/12/2009 |  | S |  | 700 <sup>(1)</sup>   | D | \$ 17.55  | 32,400 | D |  |
| Common stock | 06/12/2009 |  | S |  | 1,806 <sup>(1)</sup> | D | \$ 17.56  | 30,594 | D |  |
| Common stock | 06/12/2009 |  | S |  | 600 <sup>(1)</sup>   | D | \$ 17.58  | 29,994 | D |  |
| Common stock | 06/12/2009 |  | S |  | 500 <sup>(1)</sup>   | D | \$ 17.6   | 29,494 | D |  |
| Common stock | 06/12/2009 |  | S |  | 100 <sup>(1)</sup>   | D | \$ 17.62  | 29,394 | D |  |
| Common stock | 06/12/2009 |  | S |  | 1,797 <sup>(1)</sup> | D | \$ 17.63  | 27,597 | D |  |
| Common stock | 06/12/2009 |  | S |  | 100 <sup>(1)</sup>   | D | \$ 17.637 | 27,497 | D |  |
| Common stock | 06/12/2009 |  | S |  | 500 <sup>(1)</sup>   | D | \$ 17.86  | 26,997 | D |  |
| Common stock | 06/12/2009 |  | S |  | 200 <sup>(1)</sup>   | D | \$ 17.87  | 26,797 | D |  |
| Common stock | 06/12/2009 |  | S |  | 1,400 <sup>(1)</sup> | D | \$ 17.88  | 25,397 | D |  |
| Common stock | 06/12/2009 |  | S |  | 400 <sup>(1)</sup>   | D | \$ 17.89  | 24,997 | D |  |
| Common stock | 06/12/2009 |  | S |  | 500 <sup>(1)</sup>   | D | \$ 17.9   | 24,497 | D |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 |  |  |  |  |

**Explanation of Responses:**

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

J. Michael Pearson

06/15/2009

\*\* 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.**