## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| OMB APPROVAL             |                      |  |  |  |  |  |  |  |
|--------------------------|----------------------|--|--|--|--|--|--|--|
| OMB<br>Number:           | 3235-0287            |  |  |  |  |  |  |  |
| Expires:                 | December 31,<br>2014 |  |  |  |  |  |  |  |
| Estimated average burden |                      |  |  |  |  |  |  |  |
| hours per response       | 0.5                  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person* Stoever Gene G |  |                | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Orion Marine Group Inc [OMGI] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |  |
|---|--|----------------|--|--|--|--|--|--|
| (Last)<br>12550 FUQUA                                   | .ast) (First) (Middle)<br>2550 FUQUA ST. |                | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>10/09/2008                | (Check all applicable)  X Director 10% Owner  Officer (give title below) (specify below)   |  |  |  |  |
| (Street) HOUSTON (City)                                 | TX (State)                               | 77034<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | Individual or Joint/Group Filing     (Check Applicable Line)     X 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<br>of<br>Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year)                                       | Execution Date, | Transaction<br>Code |   | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |  |       | Securities<br>Beneficially<br>Owned              | Form: | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |
|   |  |                 | Code                | V | Amount (A) or (D) Price                                   |  | Price | Following Reported (I) Transaction(s) (Instr. 4) |       | (Instr. 4)  |  |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |      |                       |        |   |                     |                         |                 |   |  |  |  |  |
|--|---|--|---|------|-----------------------|--------|---|---------------------|-------------------------|-----------------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code | Transaction Number of |        | 6. Date Exercisable<br>and Expiration<br>Date<br>(Month/Day/Year) |                     | Amount of<br>Underlying |                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |  |   | Code | v                     | (A)    | (D)   | Date<br>Exercisable | Expiration<br>Date      | Title           | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |
| Common stock options   | \$ 6  | 10/09/2008                                 |   | A    |                       | 15,000 |   | (1)                 | 10/09/2018              | Common<br>Stock | 15,000  | \$ 0   | 15,000   | D  |  |

## **Explanation of Responses:**

1. This stock option is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant (October 9, 2009) and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.

> Gene Stoever 10/10/2008 \*\* Signature of Reporting Date

Person

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.