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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 1, 2009



**ORION MARINE GROUP, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

333-145588  
(Commission File Number)

26-0097459  
(IRS Employer Identification Number)

12550 Fuqua St.  
Houston, Texas 77034  
(Address of principal executive offices)

(713) 852-6500  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

In March 2009, after due deliberation, the Board of Directors of Orion Marine Group, Inc. (the "Company") authorized management to pursue the transfer of the listing of the Company's common stock from the Nasdaq Stock Market LLC ("NASDAQ") to the New York Stock Exchange ("NYSE"), and the Company has filed an application to list its common stock on the NYSE. The Company anticipates that its common stock will begin trading on the NYSE on May 14, 2009, and that the withdrawal of the Company's listing on NASDAQ will become effective on the same date.

**Item 8.01 Other Events**

On May 1, 2009, the Company issued a press release announcing its plans to list its common shares on the NYSE. A copy of its press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed "filed" for the purposes of Section 18 under the Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Securities Exchange Act except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release issued May 1, 2009 (filed herewith)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ORION MARINE GROUP, INC.

Date May 1, 2009

By: /s/ Mark R. Stauffer  
Name Mark R. Stauffer  
Title Executive Vice President and Chief  
Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release issued May 1, 2009



### **Orion Marine Group Plans to List Shares on the New York Stock Exchange**

Houston, May 1, 2009 -- Orion Marine Group, Inc. (Nasdaq:OMGI) (the "Company"), a leading heavy civil marine contractor serving the infrastructure sector, today announced that it has filed an application to list its common stock on the New York Stock Exchange ("NYSE"). Orion Marine Group expects the shares of its common stock to begin trading on the NYSE on May 14, 2009, under the symbol "ORN." Until that time, the Company's stock will continue to trade on The NASDAQ Global Select Market under the symbol "OMGI."

"We are pleased to be partnering with the NYSE and look forward to a long lasting relationship," said Mike Pearson, Orion Marine Group's President and Chief Executive Officer. "Moving to the NYSE is an accomplishment made possible by the dedication and hard work of our team."

### **About Orion Marine Group**

Orion Marine Group, Inc. provides a broad range of marine construction and specialty services on, over and under the water along the Gulf Coast, the Atlantic Seaboard and the Caribbean Basin and acts as a single source turn-key solution for its customers' marine contracting needs. Its heavy civil marine construction services include marine transportation facility construction, marine pipeline construction, marine environmental structures, dredging, and specialty services. Its specialty services include salvage, demolition, diving, surveying, towing and underwater inspection, excavation and repair. The Company is headquartered in Houston, Texas and has a 75-year legacy of successful operations.

SOURCE: Orion Marine Group, Inc.  
Orion Marine Group, Inc.  
Chris DeAlmeida, Director of Investor Relations  
713-852-6506

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