

☐ 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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>SHANFELTER AUSTIN J</u>	2. Issuer Name and Ticker or Trading Symbol <u>Orion Group Holdings Inc [ORN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <u>Executive Chairman</u> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2022</u>		
	(Last) (First) (Middle) <u>12000 AEROSPACE AVENUE</u> <u>SUITE 300</u>	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/14/2022</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	(Street) <u>HOUSTON TX 77034</u>		
(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 ⁽¹⁾	09/12/2022		M		179,211 ⁽²⁾	A	\$0.00 ⁽²⁾	343,076	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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Time Vested Restricted Stock Units ⁽¹⁾	(3)	09/12/2022		M		179,211	(3)	(3)	Common Stock ⁽¹⁾	179,211	\$0.00	0.00	D	

Explanation of Responses:

1. On September 12, 2022, Mr. Shanfelter filed a Form 4 to report the vesting of 179,211 restricted stock units into shares of common stock and corresponding withholding of 40,054 shares of common stock to satisfy tax withholding obligations. This amendment to the Form 4 is being filed to amend the first row in Table 1, and to add a row in Table 2, with respect to the foregoing transaction. The second line of Table 1 remains unchanged, thus accurately reporting Mr. Shanfelter's current beneficial ownership of 303,922 shares in Column 5 of Table I.
2. Vesting of time vested restricted stock units (awarded May 19, 2022) as a result of Mr. Shanfelter fulfilling his term as Interim Chief Executive Officer on September 12, 2022.
3. Represents Time Vested Restricted Stock Units that cliff vest and were to be settled at the time Mr. Shanfelter fulfilled his term as Interim Chief Executive Officer.

Austin J Shanfelter, Executive Chairman 09/28/2022

** 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.