

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
(Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-33891

ORION MARINE GROUP, INC.

Delaware

State of Incorporation

26-0097459

IRS Employer Identification Number

12000 Aerospace Suite 300

Houston, Texas 77034

Address of Principal Executive Office

(713) 852-6500

Telephone number (including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common stock, \$0.01 par value per share	The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: ☐ Yes ☒ No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act: ☐ Yes ☒ No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days: ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)

Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check One):

Large Accelerated Filer ☐

Accelerated Filer ☒

Non-accelerated filer ☐

Smaller

reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act) ☐ Yes ☒ No

There were 27,004,933 shares of common stock outstanding as of March 1, 2011. The aggregate market value of the Registrant's common equity held by non-affiliates was approximately \$379.1 million as of June 30, 2010, based upon the last reported sales price on the New York Stock Exchange on that date.

DOCUMENTS INCORPORATED BY REFERENCE

Part III – Portions of the Registrant's definitive Proxy Statement to be issued on connection with the 2011 Annual Meeting of Stockholders to be filed on or about April 4, 2011.

EXPLANATORY NOTE

This Amendment No. 1 (“Amendment No. 1”) amends the Annual Report on Form 10-K for Orion Marine Group, Inc. (the “Company”), for the year ended December 31, 2010, originally filed with the Securities and Exchange Commission (the “SEC”) on March 7, 2011 (the “Original Filing”). Amendment No. 1 is being filed solely for the purpose of correcting the number of securities to be issued upon exercise of outstanding options, warrants and rights and the weighted average exercise price of outstanding options, warrants and rights in the table “*Securities Authorized for Issuance Under Equity Compensation Plans*”. Due to an inadvertent processing error prior to submission, these numbers were not accurately reflected in the Original Filing with the SEC.

We have also included an updated signature page and currently dated certifications from the Company’s Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, and attached as Exhibits 31.1, 31.2 and 32 to this Amendment No. 1

Except as described above, no other changes have been made to the Original Filing, and accordingly, this Amendment No. 1 should be read in conjunction with our Annual Report on Form 10-K and other SEC filings.

ORION MARINE GROUP, INC.

**2010 Annual Report on Form 10-K
Table of Contents**

PART II

Item 5.

Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

[

SIGNATURES

Exhibits

31.1 Certification of CEO

31.2 Certification of CFO

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Securities Authorized for Issuance Under Equity Compensation Plans

The following table presents certain information about our equity compensation plans as of December 31, 2010:

	Column A	Column B	Column C
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column A)
Plan category			
Equity compensation plans approved by shareholders	1,437,230	\$ 12.52	50,329
Equity compensation plans not approved by shareholders	--	--	--
Total	<u>1,437,230</u>	<u>\$ 12.52</u>	<u>50,329</u>

The weighted average term of outstanding options, warrants and rights as of December 31, 2010 was 7.90 years.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORION MARINE GROUP, INC.

Date: April 1, 2011

By: /s/ J. Michael Pearson
J. Michael Pearson
President and Chief Executive Officer and Director

CERTIFICATION

I, J. Michael Pearson, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Orion Marine Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

April 1, 2011

By: /s/ J. Michael Pearson

J. Michael Pearson

President and Chief Executive Officer

CERTIFICATION

I, Mark R. Stauffer, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Orion Marine Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

April 1, 2011

By: /s/ Mark R. Stauffer
Mark R. Stauffer
President and Chief Executive Officer