

ODYSSEY MARINE EXPLORATION INC

Form 4

January 06, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 OF
SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Longley John D Jr

2. Issuer Name **and** Ticker or Trading
 Symbol
 ODYSSEY MARINE
 EXPLORATION INC [OMEX]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 5215 WEST LAUREL STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2015

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)
 Chief Operating Officer

TAMPA, FL 33607

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

(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	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Unit (RSU)	<u>(1)</u>	01/02/2015	A		62,100		<u>(2)</u>	12/20/2017	Common Stock	62,100
Stock Option (Right to Buy)	\$ 1.04	01/02/2015	A		215,000		<u>(3)</u>	12/31/2024	Common Stock	215,000
Performance Restricted Stock Units (PRSU)	<u>(1)</u>	01/02/2015	A		6,900		<u>(4)</u>	<u>(5)</u>	Common Stock	6,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Longley John D Jr 5215 WEST LAUREL STREET TAMPA, FL 33607			Chief Operating Officer	

Signatures

/s/ John D
Longley Jr 01/06/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) RSU and PRSU represent a contingent right to receive one share of OMEX common stock.
- (2) RSU vest in three equal annual installments on December 20, 2015, 2016 and 2017.
- (3) Stock Options vest in one-third of the options granted on December 31, 2015 and 1/36th of the options granted monthly thereafter until December 31, 2017.
- (4) Each PRSU vests upon achievement of annual performance criteria for the period ending December 15, 2015 in one-third of the units granted on each of December 20, 2015, 2016 and 2017.
- (5) The PRSU expire on December 20, 2017, but will terminate on December 15, 2015, if the performance criteria are not met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.