

Keaton Daniel D
Form 4
May 04, 2012

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 *
Keaton Daniel D

(Last) (First) (Middle)

C/O EDGEN GROUP INC., 18444
HIGHLAND ROAD

(Street)

BATON ROUGE, LA 70809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Edgen Group Inc. [EDG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Chief Accounting Officer

6. 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 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 Ownership (Instr. 4) | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (D) | Price | |
| Class A Common Stock ⁽¹⁾ | 05/02/2012 | | A | | 59,078 | A | \$ 0 59,078 | D |

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)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | Code | V | (A) | (D) | |
| Options (right to buy) ⁽²⁾ | \$ 14.31 | 05/02/2012 | | A | 17,467 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 17,467 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keaton Daniel D C/O EDGEN GROUP INC. 18444 HIGHLAND ROAD BATON ROUGE, LA 70809 | | | SVP & Chief Accounting Officer | |

Signatures

/s/ David L. Laxton, III, as attorney in fact
05/04/2012
**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) Represents a grant of restricted shares of Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen"), of which 53,713.76 shares are vested. Mr. Keaton's unvested restricted shares of Class A Common Stock vest 20% on each of the first five anniversaries of August 19, 2010, subject to his continued employment with Edgen.
 - (2) Represents a grant of options to buy shares of Class A Common Stock, of which 13,973.48 options are vested. Mr. Keaton's unvested options vest 20% on each of the first five anniversaries of October 1, 2007, subject to his continued employment with Edgen. Mr. Keaton's options expire on October 1, 2017.

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.