

Recatto Brian
 Form 4
 November 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Recatto Brian

2. Issuer Name and Ticker or Trading Symbol
 OMNI ENERGY SERVICES CORP
 [OMNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/27/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

117 THIBODEAUX DRIVE

(Street)

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

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

LAFAYETTE, LA 70503

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/27/2010 | | D | | 37,500 (2) | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 53,348 | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 19,000 | D | \$ 2.75 (1) |
| Common Stock | 10/27/2010 | | D | | 16,500 | D | \$ 2.75 |

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| | | | | | | | | |
|--------------|------------|--|---|----------------------|---|--------------------------|---|---|
| Common Stock | 10/27/2010 | | D | 25,000 | D | <u>(1)</u> \$ 2.75 | 0 | D |
| Common Stock | 10/27/2010 | | D | <u>(3)</u> 25,000 | D | <u>(1)</u> \$ 2.75 | 0 | D |
| Common Stock | 10/27/2010 | | D | <u>(4)</u> 35,778 | D | <u>(1)</u> \$ 2.75 | 0 | D |

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

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 control number.

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(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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Company Stock Options | \$ 2.28 | 10/27/2010 | | D | 168,820 | <u>(5)</u> 01/14/2018 | Common Stock | 168,820 | |
| Company Stock Options | \$ 2.08 | 10/27/2010 | | D | 50,000 | <u>(6)</u> 08/03/2019 | Common Stock | 50,000 | |
| Company Stock Options | \$ 1.26 | 10/27/2010 | | D | 200,000 | <u>(7)</u> 01/01/2020 | Common Stock | 200,000 | |
| Series C 9% Convertible Preferred Stock | \$ 1.95 | 10/27/2010 | | D | 30,256 | <u>(8)</u> <u>(9)</u> | Common Stock | 30,256 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Recatto Brian
117 THIBODEAUX DRIVE X President & CEO
LAFAYETTE, LA 70503

Signatures

Brian Recatto 11/05/2010

__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).
Disposed of pursuant to the Agreement and Plan of Merger, dated as of June 3, 2010 by and among Wellspring OMNI Holdings Corporation ("Parent"), Wellspring OMNI Acquisition Corporation and OMNI Energy Services Corp. (the "Merger") in exchange for \$2.75 per share (the "Merger Consideration").
- (1) Corporation ("Parent"), Wellspring OMNI Acquisition Corporation and OMNI Energy Services Corp. (the "Merger") in exchange for \$2.75 per share (the "Merger Consideration").
- (2) Includes 3,125 shares representing former shares of restricted stock that vested immediately prior to the effective time of the Merger and converted into the right to receive the Merger Consideration.
- (3) Includes 18,750 shares representing former shares of restricted stock that vested immediately prior to the effective time of the Merger and converted into the right to receive the Merger Consideration.
- (4) Includes 13,418 shares representing former shares of restricted stock that vested previously and 22,360 shares representing former shares of restricted stock that were cancelled at closing.
- (5) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$79,345.40.
- (6) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$33,500.00.
- (7) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$298,000.00.
- (8) Represents 59 shares of Series C 9% Convertible Preferred Stock which were exchanged for equity of Parent and its subsidiaries.
- (9) Not Applicable

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.