

Sciotto Dennis  
 Form 4  
 November 05, 2010

**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 \*  
 Sciotto Dennis

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)  
 7315 EL FUERTE STREET  
 (Street)

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

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

CARLSBAD, CA 92009

(City) (State) (Zip)

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

**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	10/27/2010		D		3,034,699	D	\$ 2.75 (1) 0	Owned by the Dennis R. Sciotto Family Trust
Common Stock	10/27/2010		D		25,597	D	\$ 2.75 (1) 0	Owned by spouse, Carol Ann Sciotto

Edgar Filing: Sciotto Dennis - Form 4

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.**

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 (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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Director Options	\$ 1.63	10/27/2010		D		5,000	(2)	05/28/2019	Common Stock	5,000
Director Options	\$ 2.28	10/27/2010		D		3,581	(3)	08/08/2017	Common Stock	3,581
Director Options	\$ 2.28	10/27/2010		D		3,881	(4)	06/05/2018	Common Stock	3,881
Director Options	\$ 2.28	10/27/2010		D		2,912	(5)	06/28/2016	Common Stock	2,912
Director Options	\$ 2.28	10/27/2010		D		9,750	(6)	08/10/2015	Common Stock	9,750
Series C 9% Convertible Preferred Stock	\$ 1.95	10/27/2010		D		2,338,461	(7)	(8)	Common Stock	2,338,461

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sciotto Dennis 7315 EL FUERTE STREET CARLSBAD, CA 92009	X			

## Signatures

Dennis R.  
Sciotto

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.
  - (1) Corporation ("Parent"), Wellspring OMNI Acquisition Corporation and OMNI Energy Services Corp. (the "Merger") in exchange for \$2.75 per share.
  - (2) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$5,600.00.
  - (3) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$1,683.07.
  - (4) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$1,824.07.
  - (5) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$1,368.64.
  - (6) In accordance with the terms of the Merger, this option was cancelled in exchange for a cash payment of \$4,582.50.
  - (7) Represents 4,560 shares of Series C 9% Convertible Preferred Stock which were exchanged for equity of Parent and its subsidiaries.
  - (8) 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.