

# 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  
or Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person *   | 2. Issuer Name and Ticker or Trading Symbol                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |
| <b>POLZIN MARK F</b>  | <b>GENCO SHIPPING &amp; TRADING<br/>LTD [ GNK ]</b>              | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify<br>below) |
| (Last) (First) (Middle)<br><b>C/O GENCO SHIPPING &amp;<br/>TRADING LIMITED, 299 PARK<br/>AVENUE, 12TH FLOOR</b> | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>5/16/2013</b> |  |
| (Street)<br><b>NEW YORK, NY 10171</b>   | 4. If Amendment, Date Original Filed<br>(MM/DD/YYYY)             | 6. Individual or Joint/Group Filing (Check<br>Applicable Line)   |
| (City) (State) (Zip)  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3. Trans.<br>Code<br>(Instr. 8) |   | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-------------------|---|---------------------------------|---|--|------------------|-------|---|---|---|
|                                    |                   |   | Code                            | V | Amount   | (A)<br>or<br>(D) | Price |   |   |   |
| Common Stock                       | 5/16/2013         |   | A                               |   | 28662<br>(1)   | A                | \$0   | 55362   | D   |   |

#### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A.<br>Deemed<br>Execution<br>Date, if<br>any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and<br>5) | 6. Date Exercisable<br>and Expiration Date |     | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                    | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(s) (Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|--|-----|--|--------------------|---|--|---|--|
|  |  |                   |   | Code                            | V |  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date |   |  |   |  |

#### Explanation of Responses:

(1) The shares of common stock of the issuer received in the transaction reported on this form are a grant of restricted stock. The shares will generally vest in full on the earlier of (i) the date of the next annual shareholders meeting of the Company at which directors are elected or (ii) the occurrence of a Change in Control (as defined in the Company's 2012 Equity Incentive Plan).

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>POLZIN MARK F<br/>C/O GENCO SHIPPING &amp; TRADING LIMITED<br/><br/>299 PARK AVENUE, 12TH FLOOR<br/>NEW YORK, NY 10171</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Mark F. Polzin

5/17/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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