OCEANFIRST FINANCIAL CORP

Form 4 May 24, 2017

FORM 4

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

OMB 3235-0287

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Add Lebel Joseph I	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			OCEANFIRST FINANCIAL CORP [OCFC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give titleX Other (specify			
975 HOOPER AVENUE			05/23/2017	below) below) EVP, CBO OceanFirst Bank			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TOMS RIVER	k, NJ 08754		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)		Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/23/2017		M	10,125	A	\$ 13.83	29,246	D (1)	
Common Stock	05/23/2017		S	10,125	D	\$ 26.39 (2)	19,121	D (1)	
Common Stock							9,607	I	By 401(k)
Common Stock							7,681	I	By ESOP
Common Stock							667	I	By Spouse

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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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	Secu Acqu or D (D)	urities uired (A) isposed of r. 3, 4,	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 or Number of Shares
Stock Option (right to buy)	\$ 13.83	05/23/2017		M		10,125	02/15/2013	02/15/2022	Common Stock	10,125
Stock Option (right to buy)	\$ 14.62						02/15/2014	02/15/2023	Common Stock	11,250
Stock Option (right to buy)	\$ 14.55						06/17/2014	06/17/2023	Common Stock	11,250
Stock Option (right to buy)	\$ 17.75						03/01/2015	03/19/2024	Common Stock	24,375
Stock Option (right to buy)	\$ 17.37						03/01/2016	03/18/2025	Common Stock	30,000
Stock Option (right to buy)	\$ 17.28						03/01/2017	03/16/2026	Common Stock	37,500
Stock Option (right to buy)	\$ 29.01						03/15/2018	03/15/2027	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lebel Joseph III 975 HOOPER AVENUE TOMS RIVER, NJ 08754

EVP, CBO OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

05/24/2017

**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) Total includes shares of restricted Common stock that have not yet vested.
- This transaction was executed in multiple trades at prices ranging from \$26.261 to \$26.48. The price reported above reflects the weighted (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the
- issuer full information regarding the numbers of shares and prices at which the transaction was effected.
- (3) Options vest in five equal annual installments beginning on the date first exercisable.

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.

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