

NEW CENTURY FINANCIAL CORP
Form 4
November 22, 2006

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 *
GOTSCHALL EDWARD F

2. Issuer Name and Ticker or Trading Symbol
NEW CENTURY FINANCIAL CORP [NEW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18400 VON KARMAN, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2006

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

IRVINE,, CA 92612

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | Price | |
| Common Stock | 11/20/2006 | | M | A | 36,975 | \$ 6.65 | 1,100,521 D |
| Common Stock | 11/20/2006 | | M | A | 28,325 | \$ 10.47 | 1,128,846 D |
| Common Stock | 11/20/2006 | | S ⁽¹⁾ | D | 65,300 | \$ 36.99 | 1,063,546 D |
| Common Stock | 11/21/2006 | | M | A | 57,395 | \$ 10.47 | 1,120,941 D |
| Common Stock | 11/21/2006 | | M | A | 78,750 | \$ 18.66 | 1,199,691 D |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|----------|-----------|---|-----------------------|
| Common Stock | 11/21/2006 | S ⁽¹⁾ | 136,145 | D | \$ 36.62 | 1,063,546 | D | |
| Common Stock | | | | | | 1,127 | I | By daughter |
| Common Stock | | | | | | 1,127 | I | By son |
| Common Stock | | | | | | 1,127 | I | By son ⁽²⁾ |
| Common Stock | | | | | | 100,000 | I | By wife |

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 6.65 | 11/20/2006 | | M | 36,975 | ⁽³⁾ 09/04/2011 | Common Stock | 36,975 | |
| Stock Option (Right to Buy) | \$ 10.47 | 11/20/2006 | | M | 28,325 | ⁽⁵⁾ 02/27/2012 | Common Stock | 28,325 | |
| Stock Option (Right to Buy) | \$ 10.47 | 11/21/2006 | | M | 57,395 | ⁽⁶⁾ 02/27/2012 | Common Stock | 57,395 | |
| Stock Option (Right to Buy) | \$ 18.66 | 11/21/2006 | | M | 78,750 | ⁽⁷⁾ 01/21/2013 | Common Stock | 78,750 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTSCHALL EDWARD F 18400 VON KARMAN, SUITE 1000 IRVINE,, CA 92612 | | X | | |

Signatures

Jennifer Jewett
(Attorney-in-Fact) 11/22/2006

__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) This sale was effected pursuant to a 10b5-1 trading plan adopted by the reporting person.

(2) Shares held by the reporting person's wife as custodian for the benefit of his son under the California Uniform Transfers to Minor Act.

(3) This stock option grant vested 20% on September 4, 2002, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding calendar quarter thereafter. The final 5% increment vested on the fifth anniversary of the grant date and the option is, therefore, currently exercisable.

(4) This column is not applicable.

(5) This stock option grant vested 20% on February 27, 2003, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding calendar quarter thereafter. The final 5% increment will vest on the fifth anniversary of the grant date. The portion of the option exercised by the reporting person on November 20, 2006 vested as follows: 7,944 shares on February 27, 2003, 5,625 shares on each of June 30, September 30 and December 31, 2003 and 3,506 shares on March 31, 2004.

(6) This stock option grant vested 20% on February 27, 2003, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding calendar quarter thereafter. The final 5% increment will vest on the fifth anniversary of the grant date. The portion of the option exercised by the reporting person on November 21, 2006 vested as follows: 1,145 shares on March 31, 2004 and 5,625 shares on each of June 30, 2004, September 30, 2004, December 31, 2004, March 31, 2005, June 30, 2005, September 30, 2005, December 31, 2005, March 31, 2006, June 30, 2006 and September 30, 2006.

(7) This stock option grant vested 20% on January 21, 2004, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding calendar quarter thereafter. The final 5% increment will vest on the fifth anniversary of the grant date. The portion of the option exercised by the reporting person on November 21, 2006 vested as follows: 22,500 shares on January 21, 2004 and 5,625 shares on each of June 30, 2004, September 30, 2004, December 31, 2004, March 31, 2005, June 30, 2005, September 30, 2005, December 31, 2005, March 31, 2006, June 30, 2006 and September 30, 2006.

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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