

OCEANFIRST FINANCIAL CORP

Form 4

February 22, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Devlin Michael D

(Last) (First) (Middle)

C/O OCEANFIRST BANK, 975
HOOPER AVE.

(Street)

TOMS RIVER, NJ 08754

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

OCEANFIRST FINANCIAL CORP
[OCFC]

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

02/21/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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, par value \$0.01 per share	02/21/2017		M		5,849	A	\$ 9.7
							130,662
							D
Common Stock, par value \$0.01 per share	02/21/2017		S		5,849	D	\$ 29.5
							124,813
							D
Common Stock, par value \$0.01							22,037
							I
							By spouse

per share

Common
Stock, par
value \$0.01
per share

956

I

By
daughter ACommon
Stock, par
value \$0.01
per share

956

I

By
daughter BCommon
Stock, par
value \$0.01
per share

956

I

By
daughter CCommon
Stock, par
value \$0.01
per share

51,311

I

By IRA

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

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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
Stock Option (right to buy)	\$ 9.7	02/21/2017		M	5,849	06/15/2011 06/12/2020	Common Stock	5,849

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

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Director 10% Owner Officer Other

Devlin Michael D
C/O OCEANFIRST BANK
975 HOOPER AVE.
TOMS RIVER, NJ 08754

X

Signatures

/s/ Steven J. Tsimbinos, Power of
Attorney

02/21/2017

__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).

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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