Rodriguez Mari Evelyn Form 4/A February 26, 2009

Check this box

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

OMB APPROVAL OMB

Number:

3235-0287 January 31,

2005

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES**

Estimated average burden hours per

Expires:

Section 16. Form 4 or Form 5

obligations

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

response... 0.5

Other (specify

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rodriguez Mari Evelyn

2. Issuer Name and Ticker or Trading

Symbol

ORIENTAL FINANCIAL GROUP

INC [OFG]

(Check all applicable) 10% Owner

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

> (Month/Day/Year) 03/19/2008

Director X_ Officer (give title below) below)

B-3 CALLE ARGENTINA, URB. **GARDENVILLE**

SVP & Strategic-Marketing Head

(Street)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

03/26/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Following

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

Issuer

GUAYNABO, PR 00966

(City)

1. Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 1. Title of 5. Number 7. Title and Amount of 8. Pr Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and	4)	Secu (Instr
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units (1)	<u>(2)</u>	03/19/2008		A	1,500	(3)	<u>(4)</u>	Common Stock	1,500	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rodriguez Mari Evelyn B-3 CALLE ARGENTINA URB. GARDENVILLE GUAYNABO, PR 00966

SVP &

Strategic-Marketing

Head

Signatures

/s/ Mari E. 02/26/2009 Rodriguez

**Signature of Date
Reporting Person

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) Awarded pursuant to the Amended and Restricted Oriental Financial Group Inc. 2007 Omnibus Performance Incentive Plan.
- (2) Not applicable. The Grantee is expected to receive the underlying shares of common stock at the end of the Restricted Period.
- (3) Subject to the provisions of the Plan, the Restricted Period shall lapse in its entirety on the third anniversary of the date of this Award.
- (4) See prior footnote.
- (5) 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. h2>

/s/Constantine E. Tsipis, attorney-in-fact for Margaret E.
Taplin

09/30/2005

**Signature of Reporting Person Date

Reporting Owners 2

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- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person's daughter is Trustee of a revocable trust held for the benefit of Reporting Person.
- (2) Held through a Trust of which Reporting Person is co-trustee.

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result 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.