

OCWEN FINANCIAL CORP  
Form 4  
December 30, 2015

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

OMB APPROVAL

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**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 \*  
ERBEY WILLIAM C

2. Issuer Name and Ticker or Trading Symbol  
OCWEN FINANCIAL CORP  
[OCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/29/2015

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

P.O. BOX 25437  
(Street)

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

CHRISTIANSTED, ST.  
CROIX, VI 00824

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/14/2015		J	5,409,704 D	\$ 0 0	I	By Erbey Holding Corporation, Inc. <sup>(1)</sup>
Common Stock	12/14/2015		J	5,409,704 A	\$ 0 5,409,704	I	By Munus, L.P. <sup>(1)</sup>
Common Stock	12/22/2015		J	5,520,852 D	\$ 0 4,500,000	I	By Salt Pond Holdings, LLC <sup>(2)</sup>
Common Stock	12/22/2015		J	5,520,852 A	\$ 0 5,520,852	I	By Tribue Limited

Common Stock	12/23/2015	J	2,500,000	D	\$ 0	2,000,000	I	Partnership (2) By Salt Pond Holdings, LLC (2)
Common Stock	12/23/2015	J	2,500,000	A	\$ 0	8,020,852	I	By Tribue Limited Partnership (2)
Common Stock						0	D (3)	
Common Stock						2,440,000	I	By Caritas Partners, LLC (3)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Call Options (obligation to sell) (4)	\$ 8	12/29/2015		S	3,000	12/29/2015	07/15/2016	Common Stock	300,000
Call Options (obligation to sell) (4)	\$ 8	12/29/2015		S	3,000	12/29/2015	07/15/2016	Common Stock	300,000
Call Options (obligation to sell) (4)	\$ 10	12/29/2015		S	3,000	12/29/2015	01/20/2017	Common Stock	300,000

