

CHADWICK JOHN W

Form 4

February 20, 2013

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 *
CHADWICK JOHN W

2. Issuer Name **and** Ticker or Trading
 Symbol
OCEANFIRST FINANCIAL CORP
[OCFC]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

975 HOOPER AVENUE

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2013

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

TOMS RIVER, NJ 08754

(City) (State) (Zip)

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

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	02/15/2013		A		713	A	\$ 0
Common Stock							10,861
							2,400
							D ⁽¹⁾
							I
							By Trust

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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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.
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 14.62	02/15/2013		A	3,500	02/15/2014	02/15/2023	Common Stock 3,500
Stock Option (Right to Buy)	\$ 23.44					05/30/2004	05/30/2013	Common Stock 5,000
Stock Option (Right to Buy)	\$ 22.525					05/28/2005	05/28/2014	Common Stock 5,000
Stock Option (Right to Buy)	\$ 23.475					02/15/2007	02/15/2016	Common Stock 3,000
Stock Option (Right to Buy)	\$ 22.17					02/21/2008	02/21/2017	Common Stock 2,250
Stock Option (Right to Buy)	\$ 16.81					02/20/2009	02/20/2018	Common Stock 2,363
Stock Option (Right to Buy)	\$ 12.28					02/18/2010	02/18/2019	Common Stock 2,363
Stock Option (Right to Buy)	\$ 10					02/17/2011	02/17/2020	Common Stock 3,310

Stock Option (Right to Buy)	\$ 13.87	02/18/2012	02/18/2021	Common Stock	3,500
Stock Option (Right to Buy)	\$ 13.83	02/15/2013	02/15/2022	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHADWICK JOHN W 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X			

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 02/19/2013

__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) Restricted shares awarded vest in five equal annual installments beginning on March 1, 2013. Total includes other unvested restricted stock.
- (2) 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.

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