

OCEANFIRST FINANCIAL CORP

Form 4

March 18, 2016

**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 \*  
 CATANIA ANGELO

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)

03/16/2016

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

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

TOMS RIVER, NJ 08753

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 03/16/2016                              |                                                             | A                                       |                                                                            | 1,740                                                                                                              | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                            | 20,968                                                                                                             | D                                                                    | (1) (2)                                                           |

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)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr. |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 |                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 22.17                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/21/2008                                                     | 02/21/2017                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 2,250                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.81                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/20/2009                                                     | 02/20/2018                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 2,363                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 12.28                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/18/2010                                                     | 02/18/2019                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 2,363                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10                                                                 |                                         |                                                             |                                         |                                                                                                                       | 02/17/2011                                                     | 02/17/2020                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 3,310                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.87                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/18/2012                                                     | 02/18/2021                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 3,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.83                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/15/2013                                                     | 02/15/2022                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 3,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.62                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/15/2014                                                     | 02/15/2023                                                          | Common<br>Stock                     |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 3,500                               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

CATANIA ANGELO  
975 HOOPER AVENUE  
TOMS RIVER, NJ 08753

X

## Signatures

/s/ Steven J. Tsimbinos, Power of  
Attorney

03/18/2016

\_\_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 form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (2) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2017. Total includes other restricted shares that vest in the future.
- (3) 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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