

Ryan Patrick Louis
Form 4
August 02, 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 *
Ryan Patrick Louis

(Last) (First) (Middle)
581 MAIN STREET, SUITE 810
(Street)

WOODBIDGE, NJ 07095

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Northfield Bancorp, Inc. [NFBK]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2017

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)
Commom Stock	08/01/2017		A	(A) or (D) Amount (1) \$ 16.94	43,364	D	
Commom Stock	08/01/2017		J ⁽²⁾	27,608	D \$ 0 0	I	By Trust 2
Commom Stock	08/01/2017		J ⁽³⁾	7,608	A \$ 0 48,259	I	By Trust 4
Commom Stock					135,000	I	By Trust 1
Commom Stock					48,259	I	By Trust 4
					7,000	I	

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Common Stock				By Spouse
Common Stock	40,000	I		By IRA 2

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 or Number of Shares
Stock Options	\$ 16.94	08/01/2017		A		15,744 (4)		05/27/2018	08/01/2027	Commom Stock	15,744
Stock Options	\$ 16.94	08/01/2017		A		30,000 (5)		06/11/2018	08/01/2027	Commom Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ryan Patrick Louis 581 MAIN STREET, SUITE 810 WOODBIDGE, NJ 07095	X

Signatures

/s/ M. Eileen Bergin, pursuant to Power of Attorney

08/02/2017

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).

(1)

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Represents shares of restricted stock that vest at a rate of 2,500 shares per year on May 27, 2018, May 27, 2019, and May 27, 2020; and vest at a rate of 6,000 shares per year on June 11, 2018, and June 11, 2019.

- (2) Trust 2 expired, pursuant to its terms, and the holdings were distributed with 7,608 shares transferred to Trust 4 and 20,000 shares transferred to a non-reportable party.
- (3) Trust 2 expired, pursuant to its terms, with 7,608 shares transferred to Trust 4.
- (4) Represents options that vest at a rate of 6,400 shares on May 27, 2018, and May 27, 2019, and 2,944 shares that vest on May 27, 2020.
- (5) Represents options that vest at a rate of 15,000 options on June 11, 2018, and 15,000 options on June 11, 2019.

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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