

OCEANFIRST FINANCIAL CORP

Form 4

March 03, 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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lebel Joseph III

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)

03/02/2017

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

EVP, CBO OceanFirst Bank

TOMS RIVER, NJ 08754

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or 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) |                  |                             |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|------------------|-----------------------------|
| Common<br>Stock                       | 03/02/2017                              |   | S                                    | 626   | D  | \$<br>29.387   | 16,216  | D <sup>(1)</sup> |                             |
| Common<br>Stock                       |   |   |                                      |   |  |  | 9,533   | I                | By 401(k)                   |
| Common<br>Stock                       |   |   |                                      |   |  |  | 7,639   | I                | By Esop<br><sup>(2)</sup>   |
| Common<br>Stock                       |   |   |                                      |   |  |  | 663   | I                | By Spouse<br><sup>(3)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. 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)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 10  |   |   |                                      |  | 02/17/2011   | 02/17/2020         | Common<br>Stock   | 9,925                               |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 13.87   |   |   |                                      |  | 02/18/2012   | 02/18/2021         | Common<br>Stock   | 10,125                              |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 13.83   |   |   |                                      |  | 02/15/2013   | 02/15/2022         | Common<br>Stock   | 10,125                              |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 14.62   |   |   |                                      |  | 02/15/2014   | 02/15/2023         | Common<br>Stock   | 11,250                              |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 14.55   |   |   |                                      |  | 06/17/2014   | 06/17/2023         | Common<br>Stock   | 11,250                              |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 17.75   |   |   |                                      |  | 03/01/2015   | 03/19/2024         | Common<br>Stock   | 24,375                              |                                    |
| Stock<br>Option                                     | \$ 17.37   |   |   |                                      |  | 03/01/2016   | 03/18/2025         | Common<br>Stock   | 30,000                              |                                    |

(right to  
buy)

Stock

Option  
(right to  
buy)

\$ 17.28

03/01/2017 03/16/2026

Common  
Stock

37,500

## Reporting Owners

**Reporting Owner Name / Address**

## Relationships

Director    10% Owner    Officer    Other

Lebel Joseph III  
975 HOOPER AVENUE  
TOMS RIVER, NJ 08754

EVP, CBO OceanFirst Bank

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

03/03/2017

     \*\*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) Sale of a portion of vesting restricted stock to pay associated taxes. Total includes unvested restricted stock.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (4) 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. 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.