

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  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
IANTOSCA JOSEPH R

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, CAO, OceanFirst Bank

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

TOMS RIVER, NJ 08754

(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 Beneficial Ownership (Instr. 4)	
Common Stock	03/02/2017		S	458	D	\$ 29.3875	9,694	D <sup>(1)</sup>
Common Stock							17,513	I
Common Stock							12,036	I
								By 401(k) <sup>(2)</sup>
								BY ESOP <sup>(2)</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  
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SEC 1474  
(9-02)

number.

**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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 12.28					02/18/2010	02/18/2019	Common Stock	7,088	
Stock Option (right to buy)	\$ 10.11					02/11/2011	02/11/2020	Common Stock	9,925	
Stock Option (right to buy)	\$ 13.87					02/18/2012	02/18/2021	Common Stock	10,125	
Stock Option (right to buy)	\$ 13.83					02/15/2013	02/15/2022	Common Stock	10,125	
Stock Option (right to buy)	\$ 14.62					02/15/2014	02/15/2023	Common Stock	11,250	
Stock Option (right to buy)	\$ 14.55					06/17/2014	06/17/2023	Common Stock	11,250	
Stock Option (right to buy)	\$ 17.75					03/01/2015	03/19/2024	Common Stock	24,375	
	\$ 17.37					03/01/2016	03/18/2025		30,000	

Stock  
Option  
(right to  
buy)

Common  
Stock

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
IANTOSCA JOSEPH R 975 HOOPER AVENUE TOMS RIVER, NJ 08754			EVP, CAO, 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) 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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