

IANTOSCA JOSEPH R

Form 4

February 17, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
IANTOSCA JOSEPH R2. 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)
02/15/2012____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
1st SVP, CAO, 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 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	02/15/2012		A	657 A \$ 0	4,550	D ⁽¹⁾	
Common Stock					7,510	I	By 401(k) ⁽²⁾
Common Stock					6,938	I	BY ESOP ⁽²⁾
Common Stock					1,075	I	By IRA
Common Stock					1,353	I	By Matching ESOP ⁽²⁾ ⁽³⁾

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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 Option (Right to Buy)	\$ 13.83	02/15/2012		A		10,125		02/15/2013	02/15/2022	Common Stock	10,125
Stock Option (Right to Buy)	\$ 25.165							02/17/2005	02/17/2014	Common Stock	1,250
Stock Option (Right to Buy)	\$ 22.525							05/28/2005	05/28/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 23.07							01/19/2006	01/19/2015	Common Stock	554
Stock Option (Right to Buy)	\$ 20.795							04/20/2006	04/20/2015	Common Stock	614
Stock Option (Right to Buy)	\$ 23.475							02/15/2007	02/15/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 20.25							03/02/2008	03/02/2017	Common Stock	6,750

Stock Option (Right to Buy)	\$ 16.81	02/20/2009	02/20/2018	Common Stock	7,088
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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

IANOSCA JOSEPH R
975 HOOPER AVENUE
TOMS RIVER, NJ 08754

1st SVP, CAO, OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of
Attorney

02/17/2012

__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) Restrictive shares awarded in five equal installments beginning on March 1, 2013. Total includes other unvested restricted stock.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) Represents shares acquired under the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan established as part of a spin-off from the OceanFirst Employee Stock Ownership Plan effective December 27, 2006.
- (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.

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