

WALSH JOHN E
Form 4
February 17, 2012

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 *
WALSH JOHN E

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)
02/15/2012

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

TOMS RIVER, NJ 08754

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2012		A		681	A	\$ 0
					19,420	D	(1) (2)

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)

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 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.
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.83	02/15/2012		A		3,500		02/15/2013 02/15/2022	Common Stock 3,500
Stock Option (Right to Buy)	\$ 17.88							02/20/2003 02/20/2012	Common Stock 9,000
Stock Option (Right to Buy)	\$ 23.44							05/30/2004 05/30/2013	Common Stock 5,000
Stock Option (Right to Buy)	\$ 22.525							05/28/2005 05/28/2014	Common Stock 5,000
Stock Option (Right to Buy)	\$ 23.475							02/15/2007 02/15/2016	Common Stock 3,000
Stock Option (Right to Buy)	\$ 22.17							02/21/2008 02/21/2017	Common Stock 2,250
Stock Option (Right to Buy)	\$ 16.81							02/20/2009 02/20/2018	Common Stock 2,363
Stock Option (Right to Buy)	\$ 12.28							02/18/2010 02/18/2019	Common Stock 2,363
Stock Option	\$ 10							02/17/2011 02/17/2020	Common Stock 3,310

(Right to
Buy)

Stock

Option \$ 13.87
(Right to
Buy)

02/18/2012 02/18/2021 Common
Stock 3,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALSH JOHN E 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X

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) Restricted shares awarded in five equal annual 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 16a-11.
- (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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