

OCEANFIRST FINANCIAL CORP

Form 4

March 20, 2014

**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 \*  
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)  
11/12/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
EVP, 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 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	03/19/2014		A	1,910	A \$ 0 7,735	D <sup>(1)</sup>	
Common Stock	11/12/2013		S <sup>(2)</sup>	2,439	D \$ 17.9 9,401	I	By 401(k) (2) (3) (4)
Common Stock	11/13/2013		P	1,312	A \$ 17.78 10,713	I	By 401(k) (3) (4)
Common Stock					8,278	I	BY ESOP (3)
Common Stock					1,462	I	By Matching ESOP <sup>(3)</sup>

(5)

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

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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)

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)	\$ 17.75	03/19/2014		A		24,375		03/19/2015	03/19/2024	Common Stock	24,375
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
	\$ 16.81							02/20/2009	02/20/2018		7,088

Stock Option (Right to Buy)					Common Stock	
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

## 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

03/20/2014

\_\_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. Such shares vest in five equal annual installments beginning on March 1, 2015. Total includes other restricted shares that vest in the future.
- (2) Mr. Iantosca effected a transaction in his 401(k) Plan that caused an involuntary sale of shares.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (4) Mr. Iantosca has agreed to disgorge any short swing profit generated from these transactions.
- (5) 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.
- (6) 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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