

OCEANFIRST FINANCIAL CORP

Form 4

March 20, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CATANIA ANGELO2. 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)
03/19/2014☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

TOMS RIVER, NJ 08753

(City) (State) (Zip)

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**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/19/2014		A		1,880	A	\$ 0
					17,183	D	(1) (2)

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)**

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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. Pri Deriv Secur (Instr.
				Code	V	(A)	(D)	
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 (Right to Buy)	\$ 10					02/17/2011	02/17/2020	Common Stock
								3,310
Stock Option (Right to Buy)	\$ 13.87					02/18/2012	02/18/2021	Common Stock
								3,500
Stock Option (Right to Buy)	\$ 13.83					02/15/2013	02/15/2022	Common Stock
								3,500
Stock Option (Right to Buy)	\$ 14.62					02/15/2014	02/15/2023	Common Stock
								3,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CATANIA ANGELO 975 HOOPER AVENUE TOMS RIVER, NJ 08753	X

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) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (2) 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.
- (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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