

FITZPATRICK MICHAEL J
 Form 4/A
 March 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
 FITZPATRICK MICHAEL J

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)
 03/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

TOMS RIVER, NJ 08754
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/16/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/15/2017 | | A | 1,455 A \$ 0 | 114,898 | D ⁽¹⁾ | |
| Common Stock | | | | | 2,577 | I | By 401(k) ⁽²⁾ |
| Common Stock | | | | | 79,563 | I | By Esop ⁽²⁾ |

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 29.01 | 03/15/2017 | | A | 0 | | | 03/01/2018 03/15/2027 | Common Stock 0 \$ 29.01 |
| Stock Option (right to buy) | \$ 16.81 | | | | | | | 02/20/2009 02/20/2018 | Common Stock 21,263 |
| Stock Option (right to buy) | \$ 10 | | | | | | | 02/17/2011 02/17/2020 | Common Stock 29,770 |
| Stock Option (right to buy) | \$ 13.87 | | | | | | | 02/18/2012 02/18/2021 | Common Stock 30,000 |
| Stock Option (right to buy) | \$ 13.83 | | | | | | | 02/15/2013 02/15/2022 | Common Stock 30,000 |
| Stock Option (right to buy) | \$ 14.62 | | | | | | | 02/15/2014 02/15/2023 | Common Stock 22,500 |
| Stock Option (right to buy) | \$ 17.75 | | | | | | | 03/01/2015 03/19/2024 | Common Stock 22,500 |
| Stock Option (right to buy) | \$ 17.37 | | | | | | | 03/01/2016 03/18/2025 | Common Stock 22,500 |

