

KELLY JOHN K
Form 4
July 23, 2009

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 *
KELLY JOHN K

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)
07/21/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP/ Corporate Secretary

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/21/2009 | | A | 4,014 (2) A \$ 0 | 24,722 | D (1) | |
| Common Stock | | | | | 24,261 | I | By 401(k) (3) |
| Common Stock | | | | | 42,250 | I | By Esop (4) |
| Common Stock | | | | | 4,560 | I | By Matching ESOP (5) (6) |
| Common Stock | | | | | 6,474 | I | By Spouse |

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| | | | |
|--------------|-------|---|-----------------------------|
| Common Stock | 3,875 | I | By Trust |
| Common Stock | 3,000 | I | By Wife/ Cust Child 1 |
| Common Stock | 3,000 | I | By Wife/ Cust Child 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)

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. Pri Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 9.607 | | | | | 02/04/1998 | 02/04/2007 | Common Stock | 0 |
| Stock Option (Right to Buy) | \$ 17.88 | | | | | 02/20/2003 | 02/20/2012 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 23.44 | | | | | 05/30/2004 | 05/30/2013 | Common Stock | 10,000 |
| 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 | 676 |
| Stock Option (Right to Buy) | \$ 20.795 | 04/20/2006 | 04/20/2015 | Common Stock | 750 |
| Stock Option (Right to Buy) | \$ 23.475 | 03/01/2007 | 02/15/2016 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 22.17 | 02/21/2008 | 02/21/2017 | Common Stock | 6,750 |
| Stock Option (Right to Buy) | \$ 16.81 | 02/20/2009 | 02/20/2018 | Common Stock | 7,088 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY JOHN K 975 HOOPER AVENUE TOMS RIVER, NJ 08753 | | | Senior VP/ Corporate Secretary | |

Signatures

/s/ John K. Kelly 07/23/2009

**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) A total of 4,542 shares were acquired by award and are currently unvested.
Includes 1,745 shares of restricted stock that vest 100% on July 21, 2011, and 2,269 shares of restricted stock that vest at 0% or between
 - (2) 50% to 100% on July 21, 2011, depending upon the attainment of defined performance goals for the one year period ending June 30, 2010.
 - (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
 - (4) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
 - (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

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- (6) This form reflects increases in beneficial ownership resulting from exempt acquisitions under the ESOP pursuant to Rule 16b-3(c).
- (7) Options awarded under the OceanFirst Financial Corp. 2000 Stock Option Plan, vest in five equal annual installments beginning on February 20, 2009.

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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