

KELLY JOHN K
Form 4
February 19, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
02/17/2010

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/17/2010 | | A | 605 A | \$ 0 26,127 | D ⁽¹⁾ | |
| Common Stock | | | | | 44,352 | I | By Esop ⁽²⁾ |
| Common Stock | | | | | 4,733 | I | By Matching ESOP ⁽²⁾ ⁽³⁾ |
| Common Stock | | | | | 6,474 | I | By Spouse |
| Common Stock | | | | | 3,875 | I | By Trust |

Edgar Filing: KELLY JOHN K - Form 4

| | | | | |
|-----------------|--|--------|---|-----------------------------|
| Common Stock | | 3,000 | I | By Wife/ Cust Child 1 |
| Common Stock | | 3,000 | I | By Wife/ Cust Child 2 |
| Common Stock | | 25,633 | I | By 401(k) <u>(2)</u> |

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 required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 10 | 02/17/2010 | | A | 9,925 | 02/17/2011 02/17/2020 | Common Stock | 9,925 |
| 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 | \$ 23.07 | | | | | 01/19/2006 01/19/2015 | Common | 676 |

| Option (Right to Buy) | Stock | | | | | |
|---------------------------------------|-------|------------|------------|-----------------|--------|--|
| Option (Right to Buy) \$ 20.795 | | 04/20/2006 | 04/20/2015 | Common Stock | 750 | |
| Option (Right to Buy) \$ 23.475 | | 03/01/2007 | 02/15/2016 | Common Stock | 10,000 | |
| Option (Right to Buy) \$ 22.17 | | 02/21/2008 | 02/21/2017 | Common Stock | 6,750 | |
| 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 02/18/2010
 **Signature of Date
 Reporting Person

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 on February 17, 2010 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on March 1, 2011.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) 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
- (4) Options awarded under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on February 17, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.