

FITZPATRICK MICHAEL J
 Form 4
 January 25, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 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)
 01/24/2018

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

TOMS RIVER, NJ 08754
 (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	01/24/2018		A	4,626 A \$ 0	124,587	D ⁽¹⁾	
Common Stock	01/24/2018		A	8,577 A \$ 0	133,164	D ⁽²⁾	
Common Stock					2,621	I	By 401(k)
Common Stock					80,952	I	By Esop

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)	\$ 27.4	01/24/2018		A		7,767		03/01/2019	01/24/2028	Common Stock	7,767
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

Stock Option (right to buy)	\$ 17.28	03/01/2017	03/16/2026	Common Stock	22,500
Stock Option (right to buy)	\$ 29.01	03/01/2018	03/15/2027	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZPATRICK MICHAEL J 975 HOOPER AVENUE TOMS RIVER, NJ 08754			Executive Vice President & CFO	

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 01/25/2018

__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 three equal annual installments beginning on March 1, 2019. Total includes other restricted shares that vest in the future.
- (2) One third of such shares vest on each of March 1, 2019, 2020, and 2021 at approximately 60% or approximately 80% to 100% depending on the attainment of defined performance criteria for each of the calendar years ended 2018, 2019, and 2020, or are forfeited if threshold performance is not met. Total includes other restricted shares that vest in the future.
- (3) Options vest in three equal annual installments beginning on the date first exercisable.
- (4) 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. 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.