

OCEANFIRST FINANCIAL CORP
 Form 4
 December 13, 2013

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 *
GARBARINO JOHN R

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)
12/11/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

TOMS RIVER, NJ 08754

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

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	12/11/2013		G	V 265,277 D \$ 0	88,238	D	<u>(1)</u> <u>(2)</u>
Common Stock	12/11/2013		G	V 265,277 A \$ 0	279,722	I	<u>(2)</u> By Spouse
Common Stock	12/12/2013		G	V 265,277 D \$ 0	14,445	I	<u>(2)</u> By Spouse
Common Stock	12/12/2013		G	V 265,277 A \$ 0	265,277	I	<u>(2)</u> Spouse Trust
Common Stock					114,459	I	By <u>(3)</u> 401(k)

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Common Stock		66,686	I	By Esop ⁽³⁾
Common Stock		551	I	By Matching ESOP ⁽³⁾ ⁽⁴⁾
Common Stock		9,584	I	Son 2 Trust

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)

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 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)	\$ 22.525					05/28/2005	05/28/2014	Common Stock	90,000
Stock Option (Right to Buy)	\$ 23.07					01/19/2006	01/19/2015	Common Stock	3,430
Stock Option (Right to Buy)	\$ 20.795					04/20/2006	04/20/2015	Common Stock	3,806
Stock Option (Right to Buy)	\$ 23.475					02/15/2007	02/15/2016	Common Stock	63,000

Stock Option (Right to Buy)	\$ 22.17	02/21/2008	02/21/2017	Common Stock	60,750
Stock Option (Right to Buy)	\$ 16.81	02/20/2009	02/20/2018	Common Stock	63,788
Stock Option (Right to Buy)	\$ 10	02/17/2011	02/17/2020	Common Stock	89,305
Stock Option (Right to Buy)	\$ 13.87	02/18/2012	02/18/2021	Common Stock	90,000
Stock Option (Right to Buy)	\$ 13.83	02/15/2013	02/15/2022	Common Stock	90,000
Stock Option (Right to Buy)	\$ 14.62	02/15/2014	02/15/2023	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARBARINO JOHN R 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X		Chairman and CEO	

Signatures

/s/ Steven J. Tsimbinos, Power of
Attorney

12/13/2013

**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) Total includes shares of restricted stock to vest in the future.

(2) Transaction part of Mr. Garbarino's estate planning, pursuant to which he gifted 265,277 shares to Mrs. Garbarino and then Mrs. Garbarino gifted the shares to a trust for her benefit for which Mr. Garbarino serves as Trustee.

(3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).

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- (4) 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.
- (5) 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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