CATINO ANNETTE

Form 4

January 28, 2013

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

| 1. Name and Add CATINO ANI | | ng Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-------------------------------|----------|-------------|---|---|--|--|--|
| | | | Northfield Bancorp, Inc. [NFBK] (Check all applicable | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | | |
| 581 MAIN STREET, SUITE 810 | | | 01/24/2013 | Officer (give title Delow) Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| WOODBRIDGE, NJ 07095 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) (Z | (Zip) Table | | e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
|--------------------------------------|---|-----------------------|--------------|--|------------------|-------|--|--|---|--|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ction Date 2A. Deemed | | 3. 4. Securiti Transaction(A) or Dis Code (D) (Instr. 8) (Instr. 3, 4 | | of | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock | 01/24/2013 | | A <u>(1)</u> | 87,710 | A | \$0 | 87,710 | D | | | |
| Common Stock | 01/24/2013 | | A | 2,500 | A | \$ 10 | 90,210 | D | | | |
| Common Stock | 01/24/2013 | | A(1) | 9,820 | A | \$0 | 9,820 | I | By IRA | | |
| Common Stock | 01/24/2013 | | A | 27,500 | A | \$ 10 | 37,320 | I | By IRA | | |
| Common Stock | 01/24/2013 | | A <u>(1)</u> | 140 | A | \$0 | 140 | I | By SEP | | |

Edgar Filing: CATINO ANNETTE - Form 4

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) | 4. Transactio Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | 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 Options | \$ 7.09 (2) | 01/24/2013 | A(2) | 97,220 | 01/30/2010 | 01/30/2019 | Common Stock | 97,220 (3) |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CATINO ANNETTE 581 MAIN STREET SUITE 810 WOODBRIDGE, NJ 07095

Signatures

/s/ Edward A. Quint, pursuant to power of attorney 01/28/2013

**Signature of Reporting Person Date

X

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).
- Pursuant to the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, each share of Northfield Bancorp, Inc. (Federal corporation) was exchanged for 1.4029 shares of common stock of Northfield Bancorp, Inc. (Delaware corporation).
 - Pursuant to the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, each option to purchase shares of common stock of Northfield Bancorp, Inc. (Federal corporation) was converted into an option to purchase shares of common stock of Northfield Bancorp,
- (2) Inc. (Delaware corporation) by multiplying the number of shares subject to each option by the 1.4029 exchange ratio. The exercise price per share of each converted option was determined by dividing the exercise price of the option by the 1.4029 exchange ratio. All such converted options continue to vest based on their original terms.
- (3) Options to purchase shares of common stock vest at a rate of 20% per year commencing on January 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: CATINO ANNETTE - Form 4

| 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. |
|---|
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |