Chapman Gil Form 4 January 28, 2013

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

Person

**OMB APPROVAL** 

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January 31,

2005

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1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

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

#### WOODBRIDGE, NJ 07095

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly 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)	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		Beneficially (D) or Bo Owned Indirect (I) O		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/24/2013		A <u>(1)</u>	57,168	A	\$0	57,168	D	
Common Stock	01/24/2013		A <u>(1)</u>	4,849	A	\$0	4,849	I	By IRA 1
Common Stock	01/24/2013		A	2,651	A	\$ 10	2,651	I	By IRA 2
Common Stock	01/24/2013		A <u>(1)</u>	4,910	A	\$0	4,910	I	By Spouse's IRA 1
Common Stock	01/24/2013		A	1,700	A	\$ 10	1,700	I	By Spouse's

IRA 2

SEC 1474

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 on 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 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		
Chapman Gil 581 MAIN STREET SUITE 810 WOODBRIDGE, NJ 07095	X					

# **Signatures**

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

\*\*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) 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).
- (2) 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, 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

Reporting Owners 2

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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.

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