

Doherty Kenneth J
Form 4
January 28, 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 *
Doherty Kenneth J

2. Issuer Name and Ticker or Trading Symbol
Northfield Bancorp, Inc. [NFBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
581 MAIN STREET, SUITE 810

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Chief Lending Officer

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

WOODBIDGE, NJ 07095

(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	01/24/2013		A ⁽¹⁾		107,769	A	\$ 0 107,769	D	
Common Stock	01/24/2013		A ⁽¹⁾		3,343	A	\$ 0 3,343	I	By Spouse
Common Stock	01/24/2013		A ⁽¹⁾		2,173	A	\$ 0 2,173	I	By Child 1
Common Stock	01/24/2013		A ⁽¹⁾		1,381	A	\$ 0 1,381	I	By Child 2
Common Stock	01/24/2013		A ⁽¹⁾		34,914.7683	A	\$ 0 34,914.7683	I	By 401(k)

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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.

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