

OCEANFIRST FINANCIAL CORP
 Form 4
 March 18, 2016

FORM 4

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

OMB APPROVAL

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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)
 03/16/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ 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 Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	03/16/2016		A	1,145	A \$ 0	110,105	D ⁽¹⁾	
Common Stock						2,539	I	By 401(k) ⁽²⁾
Common Stock						77,208	I	By Esop ⁽²⁾ ₍₃₎

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

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number.

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)	\$ 17.28	03/16/2016		A		22,500		03/01/2017	03/16/2026	Common Stock	22,500
Stock Option (Right to Buy)	\$ 22.17							02/21/2008	02/21/2017	Common Stock	20,250
Stock Option (Right to Buy)	\$ 16.81							02/20/2009	02/20/2018	Common Stock	21,263
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

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 03/18/2016

__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 five equal annual installments beginning on March 1, 2017. Total includes other restricted shares that vest in the future.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) Includes shares acquired from the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan, which merged with the OceanFirst Employee Stock Ownership Plan effective December 31, 2015.
- (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.