

Connors John P Jr
Form 4
December 14, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Connors John P Jr

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2018

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

WOODBIDGE, NJ 07095

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 | | 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 | 12/12/2018 | | M | | 20,000 | A | \$ 7.085 | 139,301 | D | |
| Common Stock | 12/12/2018 | | F | | 10,427 | D | \$ 13.59 | 128,874 | D | |
| Common Stock | 12/13/2018 | | S | | 8,873 (1) | D | \$ 13.3879 (2) | 120,001 | D | |
| Common Stock | | | | | | | | 7,041 | I | By IRA 1 |
| Common Stock | | | | | | | | 30,081 | I | By IRA 2 |

Common Stock 841 I By Spouse's IRA

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) | 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Rights | \$ 7.085 | 12/12/2018 | | M | 20,000 | 01/30/2010 01/30/2019 | Common Stock | 20,000 | |
| Stock Options | \$ 13.13 | | | | | 06/11/2015 06/11/2024 | Common Stock | 75,000 | |
| Stock Options | \$ 14.76 | | | | | 05/27/2016 05/27/2025 | Common Stock | 32,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Connors John P Jr 581 MAIN STREET WOODBIDGE, NJ 07095 | | X | | |

Signatures

/s/ Steven M. Klein, pursuant to Power of Attorney 12/14/2018

__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) Represents shares sold by the Reporting Person to satisfy tax obligations in connection with the vesting of an equity award.

The price reported in column 4 is a weighted average price. The shares were sold at prices ranging from \$13.36 to \$13.44, inclusive. The reporting person undertakes to provide to Northfield Bancorp, Inc., any security holder of Northfield Bancorp, Inc., or the staff of the

(2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.

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.