

OCEANFIRST FINANCIAL CORP

Form 4/A

March 16, 2017

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 *
Maher Christopher

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)
02/07/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

TOMS RIVER, NJ 08754
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/08/2017

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 or Price (A) or (D)		
Common Stock	02/07/2017		M		13,500 A \$ 14.55	43,291	D ⁽¹⁾
Common Stock	02/07/2017		M		24,000 A \$ 17.75	67,291	D ⁽¹⁾
Common Stock	02/07/2017		M		14,886 A \$ 17.37	82,177	D ⁽¹⁾
Common Stock	02/07/2017		F		39,626 D \$ 28.66	42,551	D ⁽¹⁾
Common Stock						5,455	I By 401(k) Plan ⁽²⁾

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Common Stock 1,372 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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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 14.55	02/07/2017		M	13,500	06/17/2014 06/17/2023	Common Stock 13,500
Stock Option (right to buy)	\$ 17.75	02/07/2017		M	24,000	03/01/2015 03/19/2024	Common Stock 24,000
Stock Option (Right to Buy)	\$ 17.37	02/07/2017		M	14,886	03/01/2016 03/18/2025	Common Stock 14,886
Stock Option (right to buy)	\$ 17.28					03/01/2017 03/16/2026	Common Stock 99,460

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maher Christopher
975 HOOPER AVENUE
TOMS RIVER, NJ 08754

X

Chairman, President and CEO

Signatures

/s/ Steven J. Tsimbinos, Power of
Attorney

03/16/2017

__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) Total includes shares of restricted Common stock that have not yet vested.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) This form is being filed to correct the number of ESOP shares held by Mr. Maher on February 6, 2017.
- (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.