

OCEANFIRST FINANCIAL CORP
 Form 4
 May 23, 2017

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 *
 Lebel Joseph III

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)
 05/22/2017

____ Director
 ____ Officer (give title below) Other (specify below)
 EVP, CBO OceanFirst Bank

TOMS RIVER, NJ 08754

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 (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 (D) Price			
Common Stock	05/22/2017		M	9,925 A \$ 10	29,046	D ⁽¹⁾	
Common Stock	05/22/2017		M	10,125 A \$ 13.87	39,171	D ⁽¹⁾	
Common Stock	05/22/2017		S	20,050 D \$ 26.54 ⁽²⁾	19,121	D ⁽¹⁾	
Common Stock					9,607	I	By 401(k) ⁽³⁾
Common Stock					7,681	I	By ESOP ⁽³⁾

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Common Stock 667 I By Spouse (4)

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)	\$ 10	05/22/2017		M	9,925	02/17/2011 02/17/2020	Common Stock 9,925
Stock Option (right to buy)	\$ 13.87	05/22/2017		M	10,125	02/18/2012 02/18/2021	Common Stock 10,125
Stock Option (right to buy)	\$ 13.83					02/15/2013 02/15/2022	Common Stock 10,125
Stock Option (right to buy)	\$ 14.62					02/15/2014 02/15/2023	Common Stock 11,250
Stock Option (right to buy)	\$ 14.55					06/17/2014 06/17/2023	Common Stock 11,250
Stock Option (right to buy)	\$ 17.75					03/01/2015 03/19/2024	Common Stock 24,375

Stock Option (right to buy)	\$ 17.37	03/01/2016	03/18/2025	Common Stock	30,000
Stock Option (right to buy)	\$ 17.28	03/01/2017	03/16/2026	Common Stock	37,500
Stock Option (right to buy)	\$ 29.01	03/15/2018	03/15/2027	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lebel Joseph III 975 HOOPER AVENUE TOMS RIVER, NJ 08754				EVP, CBO OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney
05/23/2017

**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.
This transaction was executed in multiple trades at prices ranging from \$26.44 to \$26.65. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the numbers of shares and prices at which the transaction was effected.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (5) 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.