Doherty Kenneth J
Form 4
January 28, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Doherty Kenneth J

(Last) (First) (Middle)

581 MAIN STREET, SUITE 810

(Street)

WOODBRIDGE, NJ 07095

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(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)

Common Stock	01/24/2013	A	12,292	A	$ 10	47,206.7683	I	By 401(k)
Common Stock	01/24/2013	A(1)	13,993.996	A	$ 0	13,993.996	I	By ESOP

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

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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 Options	$ 7.09 (2)	01/24/2013		A(2)		269,356		01/30/2010	01/30/2019	Common Stock	269,356 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Doherty Kenneth J 581 MAIN STREET SUITE 810 WOODBRIDGE, NJ 07095			EVP and Chief Lending Officer	

Signatures

/s/ Edward A. Quint, pursuant to power of attorney	01/28/2013
**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) Pursuant to the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, each share of Northfield Bancorp, Inc. (Federal corporation) was exchanged for 1.4029 shares of common stock of Northfield Bancorp, Inc. (Delaware corporation).

(2) Pursuant to the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, each option to purchase shares of common stock of Northfield Bancorp, Inc. (Federal corporation) was converted into an option to purchase shares of common stock of Northfield Bancorp,

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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