

MCLAUGHLIN DONALD E  
 Form 4  
 May 18, 2012

**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 \*  
 MCLAUGHLIN DONALD E

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)

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

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

975 HOOPER AVENUE

05/16/2012

(Street)

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

TOMS RIVER, NJ 08754

(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 Ownership (Instr. 4)
Common Stock	05/16/2012		S	V Amount (A) or (D) Price 2,000 D \$ 14.691	36,641	D <sup>(1)</sup> <sup>(2)</sup>	
Common Stock					5,134	I	By Spouse <sup>(3)</sup>

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

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SEC 1474 (9-02)

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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)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.44					05/30/2004	05/30/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 22.525					05/28/2005	05/28/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 23.475					02/15/2007	02/15/2016	Common Stock	3,000
Stock Option (Right to Buy)	\$ 22.17					02/21/2008	02/21/2017	Common Stock	2,250
Stock Option (Right to Buy)	\$ 16.81					02/20/2009	02/20/2018	Common Stock	2,363
Stock Option (Right to Buy)	\$ 12.28					02/18/2010	02/18/2019	Common Stock	2,363
Stock Option (Right to Buy)	\$ 10					02/17/2011	02/17/2020	Common Stock	3,310
Stock Option	\$ 13.87					02/18/2012	02/18/2021	Common Stock	3,500

(Right to Buy)

Stock

Option (Right to Buy) \$ 13.83

02/15/2013 02/15/2022 Common Stock 3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLAUGHLIN DONALD E 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X			

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 05/16/2012

\_\_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) This price represents the average price for multiple transactions reported on this line. The price of such transactions ranged from \$14.67 to \$14.775.
- (2) Total includes unvested restricted stock.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (4) Options vest in five equal annual installments beginning on the date first exercisable.

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