

MCLAUGHLIN DONALD E  
Form 4  
February 20, 2013

**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 \*  
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

02/15/2013

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/15/2013                           |  | A                              | 713 A \$ 0  | 37,354  | D <sup>(1)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 5,170   | I  | By Spouse <sup>(2)</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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|-------------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)                   | Title   | Amount or Number of Shares    |
| Stock Option (Right to Buy)                | \$ 14.62   | 02/15/2013                           |  | A                              |   | 3,500  |                       | Common Stock  | 3,500                         |
| 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<br>Option<br>(Right to<br>Buy) | \$ 13.87 |  | 02/18/2012 | 02/18/2021 | Common<br>Stock | 3,500 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.83 |  | 02/15/2013 | 02/15/2022 | Common<br>Stock | 3,500 |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Steven J. Tsimbinos, Power of<br>Attorney | 02/19/2013 |
| __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) Restricted shares awarded vest in five equal annual installments beginning on March 1, 2013. Total includes other unvested restricted stock.
  - (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
  - (3) 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.  
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