

OCEANFIRST FINANCIAL CORP

Form 4

March 18, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARBARINO JOHN R

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)

TOMS RIVER, NJ 08754

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2016

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

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

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)
Common Stock	01/19/2016		J V	122,301 D \$ 0 0		I	By 401(k) (1) (2)
Common Stock	01/19/2016		J V	122,301 A \$ 0 212,391		D (2) (3)	
Common Stock	01/25/2016		J V	73,405 D \$ 0 0		I	By Esop (1) (2) (4)
Common Stock	01/25/2016		J V	73,405 A \$ 0 285,796		D (2) (3)	
Common Stock	03/16/2016		A	1,740 A \$ 0 287,536		D (5)	

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Common Stock	14,445	I	By Spouse
Common Stock	265,277	I	Spouse Trust
Common Stock	9,584	I	Son 2 Trust

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

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(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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 22.17					02/21/2008	02/21/2017	Common Stock	60,750	
Stock Option (Right to Buy)	\$ 16.81					02/20/2009	02/20/2018	Common Stock	63,788	
Stock Option (Right to Buy)	\$ 10					02/17/2011	02/17/2020	Common Stock	89,305	
Stock Option (Right to Buy)	\$ 13.87					02/18/2012	02/18/2021	Common Stock	90,000	
Stock Option	\$ 13.83					02/15/2013	02/15/2022	Common Stock	90,000	

(Right to
Buy)

Stock

Option \$ 14.62
(Right to
Buy)

02/15/2014 02/15/2023

Common
Stock 80,000

Stock

Option \$ 17.75
(Right to
Buy)

03/01/2015 03/19/2024

Common
Stock 80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARBARINO JOHN R 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X			Chairman

Signatures

/s/ Steven J. Tsimbinos, Power of
Attorney

03/18/2016

__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 form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (2) As part of his personal tax planning, Mr. Garbarino took distributions from his tax-qualified plans to direct holdings.
- (3) Total includes shares of restricted stock to vest in the future.
- (4) Includes shares acquired from the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan, which merged with the OceanFirst Employee Stock Ownership Plan effective December 31, 2015.
- (5) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2017. Total includes other restricted shares that vest in the future.
- (6) 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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