

OCEANFIRST FINANCIAL CORP
 Form 4/A
 March 03, 2017

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 *
 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)
 02/06/2017

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 EVP, CBO OceanFirst Bank

TOMS RIVER, NJ 08754

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/07/2017

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|------------------|----------------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 02/06/2017 | | M | V | 4,500 | A | \$ 20.25 | 18,610 | D ⁽¹⁾ | |
| Common Stock | 02/06/2017 | | M | V | 7,088 | A | \$ 16.81 | 25,698 | D ⁽¹⁾ | |
| Common Stock | 02/06/2017 | | F | V | 8,856 | D | \$ 29.07 | 16,842 | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 9,534 | I | By 401(k) ⁽²⁾ |
| Common Stock | | | | | | | | 7,600 | I | By Esop ^{(2) (3)} |

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Common Stock 660 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 20.25 | 02/06/2017 | | M | 4,500 | 03/02/2008 | 03/02/2017 | Common Stock | 4,500 |
| Stock Option (right to buy) | \$ 16.81 | 02/06/2017 | | M | 7,088 | 02/20/2009 | 02/20/2018 | Common Stock | 7,088 |
| Stock Option (right to buy) | \$ 10 | | | | | 02/17/2011 | 02/17/2020 | Common Stock | 9,925 |
| Stock Option (right to buy) | \$ 13.87 | | | | | 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 |

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
03/03/2017

__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.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) This form is being filed to correct the number of ESOP shares held by Mr. Lebel on February 6, 2017.
- (4) 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.