

OCWEN FINANCIAL CORP
 Form 4
 September 09, 2015

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 *
 Britti John V.

2. Issuer Name and Ticker or Trading Symbol
 OCWEN FINANCIAL CORP
 [OCN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1000 ABERNATHY ROAD
 NE, SUITE 210
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/05/2014

____ Director
 ___X___ Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 EVP & Chief Investment Officer

ATLANTA, GA 30328

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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			
				Code	V	Amount		
Common Stock	09/05/2014		M	1,324	A	①	17,942	D
Common Stock	10/24/2014		M	961	A	②	18,903	D
Common Stock	11/29/2014		M	838	A	③	19,741	D
Common Stock	09/05/2015		M	4,864	A	④	24,605	D

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. Amount or Number of Shares
Performance Restricted Shares	<u>(1)</u>	09/05/2014		M	1,324	<u>(1)</u> <u>(4)</u>	Common Stock	1,324
Performance Restricted Shares	<u>(2)</u>	10/24/2014		M	961	<u>(2)</u> <u>(4)</u>	Common Stock	961
Performance Restricted Shares	<u>(3)</u>	11/29/2014		M	838	<u>(3)</u> <u>(4)</u>	Common Stock	838
Performance Restricted Shares	<u>(1)</u>	09/05/2015		M	4,864	<u>(1)</u> <u>(4)</u>	Common Stock	4,864

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Britti John V. 1000 ABERNATHY ROAD NE SUITE 210 ATLANTA, GA 30328			EVP & Chief Investment Officer	

Signatures

/s/ Michael J. Stanton,
Attorney-in-Fact

09/09/2015

**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) Reflects the number of shares issued upon vesting of one-fourth of a \$150,000 cash-denominated, performance-based restricted stock award granted on March 5, 2012. The award vests in four equal annual increments of \$37,500 commencing on the date as of which the share price equals or exceeds \$26.34 with a 20% or greater annualized rate of return in the stock price measured from the date of grant, which vesting began on September 5, 2012.

(2) Reflects the number of shares issued upon vesting of one-fourth of a \$75,000 cash-denominated, performance-based restricted stock award granted on March 5, 2012. The award vests in four equal annual increments of \$18,750 commencing on the date as of which the share price equals or exceeds \$39.51 with a 25% or greater annualized rate of return in the stock price measured from the date of grant, which vesting began on October 24, 2012.

(3) Reflects the number of shares issued upon vesting of one-fourth of a \$75,000 cash-denominated restricted stock award granted on March 5, 2012. The award vests in four equal annual increments of \$18,750 commencing on November 29, 2012.

(4) If Mr. Britti's employment terminates other than by reason of his retirement or disability prior to vesting of the entire restricted share rights, the restricted share rights shall terminate and be cancelled for the shares that have not already vested on the last day of Mr. Britti's employment with Ocwen Financial Corporation.

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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