

OCWEN FINANCIAL CORP
Form 4
December 30, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ERBEY WILLIAM C

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2015

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

P.O. BOX 25437
(Street)

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

CHRISTIANSTED, ST.
CROIX, VI 00824

(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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/14/2015		J	5,409,704	D	\$ 0 0	I	By Erbey Holding Corporation, Inc. ⁽¹⁾
Common Stock	12/14/2015		J	5,409,704	A	\$ 0 5,409,704	I	By Munus, L.P. ⁽¹⁾
Common Stock	12/22/2015		J	5,520,852	D	\$ 0 4,500,000	I	By Salt Pond Holdings, LLC ⁽²⁾
Common Stock	12/22/2015		J	5,520,852	A	\$ 0 5,520,852	I	By Tribue Limited

Common Stock	12/23/2015	J	2,500,000	D	\$ 0	2,000,000	I	Partnership (2) By Salt Pond Holdings, LLC (2)
Common Stock	12/23/2015	J	2,500,000	A	\$ 0	8,020,852	I	By Tribue Limited Partnership (2)
Common Stock						0	D (3)	
Common Stock						2,440,000	I	By Caritas Partners, LLC (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Call Options (obligation to sell) (4)	\$ 8	12/29/2015		S	3,000	12/29/2015	07/15/2016	Common Stock	300,000
Call Options (obligation to sell) (4)	\$ 8	12/29/2015		S	3,000	12/29/2015	07/15/2016	Common Stock	300,000
Call Options (obligation to sell) (4)	\$ 10	12/29/2015		S	3,000	12/29/2015	01/20/2017	Common Stock	300,000

