

OCEANFIRST FINANCIAL CORP

Form 4

March 20, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
IANTOSCA JOSEPH 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)

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

11/12/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

EVP, CAO, OceanFirst Bank

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

TOMS RIVER, NJ 08754

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/19/2014                              |                                                             | A                                    | 1,910                                                               | A \$ 0 7,735                                                                                                       | D <sup>(1)</sup>                                                     |                                                                   |
| Common<br>Stock                       | 11/12/2013                              |                                                             | S <sup>(2)</sup>                     | 2,439                                                               | D \$ 17.9 9,401                                                                                                    | I                                                                    | By 401(k)<br>(2) (3) (4)                                          |
| Common<br>Stock                       | 11/13/2013                              |                                                             | P                                    | 1,312                                                               | A \$ 17.78 10,713                                                                                                  | I                                                                    | By 401(k)<br>(3) (4)                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 8,278                                                                                                              | I                                                                    | BY ESOP<br>(3)                                                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 1,462                                                                                                              | I                                                                    | By<br>Matching<br>ESOP <sup>(3)</sup>                             |

(5)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Title                                                               |                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 17.75                                                           | 03/19/2014                              |                                                             | A                                    |                                                                                                              | 24,375                                                         |     | 03/19/2015 03/19/2024                                               | Common<br>Stock 24,375              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 22.525                                                          |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 05/28/2005 05/28/2014                                               | Common<br>Stock 10,000              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 23.07                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 01/19/2006 01/19/2015                                               | Common<br>Stock 554                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 20.795                                                          |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 04/20/2006 04/20/2015                                               | Common<br>Stock 614                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 23.475                                                          |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 02/15/2007 02/15/2016                                               | Common<br>Stock 10,000              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 20.25                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 03/02/2008 03/02/2017                                               | Common<br>Stock 6,750               |
|                                                     | \$ 16.81                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 02/20/2009 02/20/2018                                               | 7,088                               |

|                                      |          |  |            |            |                 |        |
|--------------------------------------|----------|--|------------|------------|-----------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) |          |  |            |            | Common<br>Stock |        |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 12.28 |  | 02/18/2010 | 02/18/2019 | Common<br>Stock | 7,088  |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 10.11 |  | 02/11/2011 | 02/11/2020 | Common<br>Stock | 9,925  |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.87 |  | 02/18/2012 | 02/18/2021 | Common<br>Stock | 10,125 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.83 |  | 02/15/2013 | 02/15/2022 | Common<br>Stock | 10,125 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 14.62 |  | 02/15/2014 | 02/15/2023 | Common<br>Stock | 11,250 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 14.55 |  | 06/17/2014 | 06/17/2023 | Common<br>Stock | 11,250 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |                           |
|----------------------------------------------------------------|---------------|-----------|---------|---------------------------|
|                                                                | Director      | 10% Owner | Officer | Other                     |
| IANTOSCA JOSEPH R<br>975 HOOPER AVENUE<br>TOMS RIVER, NJ 08754 |               |           |         | EVP, CAO, OceanFirst Bank |

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

03/20/2014

\_\_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. Such shares vest in five equal annual installments beginning on March 1, 2015. Total includes other restricted shares that vest in the future.
- (2) Mr. Iantosca effected a transaction in his 401(k) Plan that caused an involuntary sale of shares.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (4) Mr. Iantosca has agreed to disgorge any short swing profit generated from these transactions.
- (5) Represents shares acquired under the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan established as part of a spin-off from the OceanFirst Employee Stock Ownership Plan effective December 27, 2006.
- (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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