

OCEANFIRST FINANCIAL CORP  
 Form 4  
 March 16, 2017

**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/15/2017**

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

**TOMS RIVER, NJ 08754**  
 (City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/15/2017                           |  | A                              |   | 1,335   | A  | \$ 0                              |
| Common Stock                    |                                      |  |                                |   |   |  | 257,651                           |
| Common Stock                    |                                      |  |                                |   |   |  | 14,445                            |
| Common Stock                    |                                      |  |                                |   |   |  | 105,057                           |
| Common Stock                    |                                      |  |                                |   |   |  | 9,584                             |
|                                 |                                      |  |                                |   |   |  | D (1)                             |
|                                 |                                      |  |                                |   |   |  | I By Spouse                       |
|                                 |                                      |  |                                |   |   |  | I Spouse Trust                    |
|                                 |                                      |  |                                |   |   |  | I Son 2 Trust                     |

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.

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| 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 (right to buy)                | \$ 13.83   |                                      |  |                                |   | 02/15/2013   | 02/15/2022  | Common Stock  | 90,000                     |
| Stock Option (right to buy)                | \$ 14.62   |                                      |  |                                |   | 02/15/2014   | 02/15/2023  | Common Stock  | 80,000                     |
| Stock Option (right to buy)                | \$ 17.75   |                                      |  |                                |   | 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<br>975 HOOPER AVENUE<br>TOMS RIVER, NJ 08754 | X             |           |         |       |

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 03/16/2017

\_\_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) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2018. Total includes other restricted shares that vest in the future.
- (2) 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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