

OCWEN FINANCIAL CORP
Form 4
August 05, 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 *
Devaney John

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)

240 CRANDON
BOULEVARD, SUITE 167

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2015

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

KEY BISCAWAYNE, FL 33149

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/03/2015		P		2,408	A	\$ 8.4099 (1)
							12,241,420
							I (2)
							See footnote (2)
Common Stock	08/03/2015		P		600	A	\$ 8.409 (1)
							12,242,020
							I (2)
							See footnote (2)
Common Stock	08/03/2015		P		300	A	\$ 8.405 (1)
							12,242,320
							I (2)
							See footnote (2)
Common	08/03/2015		P		9,000	A	\$ 8.43
							12,251,320
							I (2)
							See

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Stock					(1)			footnote (2)
Common Stock	08/03/2015	P	9,000	A	\$ 8.43 (1)	12,260,320	I (2)	See footnote (2)
Common Stock	08/03/2015	P	9,000	A	\$ 8.43 (1)	12,269,320	I (2)	See footnote (2)
Common Stock	08/03/2015	P	9,000	A	\$ 8.4 (1)	12,278,320	I (2)	See footnote (2)
Common Stock	08/03/2015	P	9,000	A	\$ 8.4 (1)	12,287,320	I (2)	See footnote (2)
Common Stock	08/03/2015	P	9,000	A	\$ 8.4 (1)	12,296,320	I (2)	See footnote (2)
Common Stock	08/03/2015	P	22,531	A	\$ 8.39 (1)	12,318,851	I (2)	See footnote (2)
Common Stock	08/03/2015	P	2,469	A	\$ 8.385 (1)	12,321,320	I (2)	See footnote (2)
Common Stock	08/03/2015	P	300	A	\$ 8.38 (1)	12,321,620	I (2)	See footnote (2)
Common Stock	08/03/2015	P	25,000	A	\$ 8.39 (1)	12,346,620	I (2)	See footnote (2)
Common Stock	08/03/2015	P	6,000	A	\$ 8.3999 (1)	12,352,620	I (2)	See footnote (2)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
										Own

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Devaney John 240 CRANDON BOULEVARD SUITE 167 KEY BISCAYNE, FL 33149		X		

Signatures

/s/ D. John
Devaney
08/05/2015
Date

**Signature of Reporting Person

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) The price provided in this column represents the average price per share of the transaction.

The reported securities are owned indirectly by D. John Devaney ("Devaney"). Devaney controls United Real Estate Ventures, Inc. ("UREVI"), the entity that purchased the shares of the issuer's common stock in the reported transactions. Prior to the transactions reported on this Form 4, Devaney directly, through personal accounts and retirement accounts, and indirectly, through United Aviation Holdings, Inc., United Capital Markets, Inc., United Capital Markets Holdings, Inc., and UREVI, all entities controlled by Devaney, beneficially owned 12,538,012 shares of the issuer's common stock through a combination of non-derivative securities and derivative securities of the issuer.

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.