

OCWEN FINANCIAL CORP  
Form 4  
December 07, 2016

**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)  
P.O. BOX 25437

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2016

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

(Street)  
CHRISTIANSTED, ST.  
CROIX, VI 00824

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

(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)
Common Stock					69,805	D	
Common Stock					7,849,704	I	By Munus, L.P.
Common Stock					1,000,000	I	By Salt Pond Holdings, LLC
Common Stock <sup>(1)</sup>	12/05/2016		X	200 D	\$ 9,020,652	I	By Tribue Limited Partnership

Edgar Filing: OCWEN FINANCIAL CORP - Form 4

Common Stock <sup>(1)</sup>	12/06/2016	X	300	D	\$ 2.5	9,020,352	I	By Tribue Limited Partnership
Common Stock <sup>(1)</sup>	12/06/2016	X	500	D	\$ 3	9,019,852	I	By Tribue Limited Partnership

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Options (obligation to sell) <sup>(1)</sup>	\$ 2.5	12/05/2016		X	2	07/20/2016 01/19/2018	Common Stock	200	
Call Options (obligation to sell) <sup>(1)</sup>	\$ 2.5	12/06/2016		X	3	07/20/2016 01/19/2018	Common Stock	300	
Call Options (obligation to sell) <sup>(1)</sup>	\$ 3	12/06/2016		X	5	04/29/2016 01/20/2017	Common Stock	500	
Membership Unit Interests	<sup>(2)</sup>	10/27/2016		G	V <u>1</u> <sup>(2)</sup>	<sup>(2)</sup> <sup>(2)</sup>	Common Stock <sup>(2)</sup>	<sup>(2)</sup>	
Membership Unit Interests	<sup>(2)</sup>	10/27/2016		G	V <u>1</u> <sup>(2)</sup>	<sup>(2)</sup> <sup>(2)</sup>	Common Stock <sup>(2)</sup>	<sup>(2)</sup>	

