

ERBEY WILLIAM C
Form 4
January 11, 2018

FORM 4

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

OMB APPROVAL

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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)
PO BOX 25437
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2018

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

CHRISTIANSTED, ST.
CROIX, VI 00824

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 69,805 | D | |
| Common Stock | | | | | 7,849,704 | I | By Munus, L.P. |
| Common Stock ⁽¹⁾ | 01/09/2018 | | X | 36,300 D | \$ 2.5 8,984,052 | I | By Tribue Limited Partnership |
| Common Stock ⁽²⁾ | 01/11/2018 | | X | 5,000 D | \$ 2.5 8,979,052 | I | By Tribue Limited Partnership |

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- (1) On January 9, 2018, call options previously written by Tribue Limited Partnership were exercised.
- (2) On January 11, 2018, call options previously written by Tribue Limited Partnership were exercised.

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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