

Tsimbinos Steven James
 Form 4
 February 01, 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 *
 Tsimbinos Steven James

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)
 01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP/Corp. Secretary

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------------------|---|--|---|------------------|--------------------------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 01/31/2018 | | J | | | 464 ⁽¹⁾ | A | \$ 0 | 42,987 | D ⁽²⁾ | |
| Common Stock | | | | | | | | | 3,449 | I | By 401(k) ⁽³⁾ |
| Common Stock | | | | | | | | | 2,390 | I | By ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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) | \$ 11.32 | | | | | 09/07/2011 | 09/07/2020 | Common Stock | 9,750 |
| Stock Option (right to buy) | \$ 13.87 | | | | | 02/18/2012 | 02/18/2021 | Common Stock | 10,125 |
| Stock Option (right to buy) | \$ 13.83 | | | | | 02/15/2013 | 02/15/2022 | Common Stock | 10,125 |
| Stock Option (right to buy) | \$ 14.62 | | | | | 02/15/2014 | 02/15/2023 | Common Stock | 11,250 |
| Stock Option | \$ 17.75 | | | | | 03/01/2015 | 03/19/2024 | Common Stock | 13,125 |
| Stock Option (Right to Buy) | \$ 17.37 | | | | | 03/01/2016 | 03/18/2025 | Common Stock | 13,125 |
| Stock Option (right to buy) | \$ 17.28 | | | | | 03/01/2017 | 03/16/2026 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 29.01 | | | | | 03/01/2018 | 03/15/2027 | Common Stock | 37,500 |

buy)
 Stock
 Option (right to buy) \$ 27.4 03/01/2019 01/24/2028 Common Stock 12,915

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tsimbinos Steven James 975 HOOPER AVENUE TOMS RIVER, NJ 08754 | | | Executive VP/Corp. Secretary | |

Signatures

/s/ Steven J. Tsimbinos 02/01/2018

**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).
- Shares reported in column 4 represent an estimate of shares acquired by the reporting person in the merger (the "Merger") of Sun Bancorp, Inc. ("Sun") with and into OceanFirst Financial Corp. ("OceanFirst") based on the preliminary election results of the Sun
- (1) shareholders in the Merger. If the actual number of OceanFirst shares acquired by the reporting person in the Merger, as reflected in the final election results, is different that the number of OceanFirst shares reported on this Form 4, then the actual number of OceanFirst shares acquired by the reporting person in the Merger will be reported on an amendment to this Form 4.
 - (2) Total includes shares of restricted Common stock that have not yet vested.
 - (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
 - (4) 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. 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.