

ORIENTAL FINANCIAL GROUP INC  
Form 10-K/A  
August 11, 2010

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

**Form 10-K/A  
(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2009,**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Transition Period from**

**to**

**Commission File No. 001-12647  
ORIENTAL FINANCIAL GROUP INC.  
*Incorporated in the Commonwealth of Puerto Rico*  
IRS Employer Identification No. 66-0538893  
Principal Executive Offices:  
997 San Roberto Street  
Oriental Center 10th Floor  
Professional Office Park  
San Juan, Puerto Rico 00926  
Telephone Number: (787) 771-6800**

**Securities Registered Pursuant to Section 12(b) of the Act:  
Common Stock  
(\$1.00 par value per share)**

**7.125% Noncumulative Monthly Income Preferred Stock, Series A  
(\$1.00 par value per share, \$25.00 liquidation preference per share)**

**7.0% Noncumulative Monthly Income Preferred Stock, Series B  
(\$1.00 par value per share, \$25.00 liquidation preference per share)**

**Securities Registered Pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filings pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.   
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,  
or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting  
company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  Accelerated filer  Non-accelerated filer  Smaller reporting  
filer  (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes   
No

The aggregate market value of the common stock held by non-affiliates of Oriental Financial Group Inc. (the Group) was \$235.0 million based upon the reported closing price of \$9.70 on the New York Stock Exchange as of June 30, 2009.

As of February 28, 2010, the Group had 24,179,686 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Group's annual report to shareholders for the year 2009 are incorporated herein by reference in response to Items 5 through 9A of Part II and Item 15(a)(1) of Part IV.

Portions of the Group's definitive proxy statement relating to the 2009 annual meeting of shareholders are incorporated herein by reference in response to Items 10 through 14 of Part III.

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**EXPLANATORY NOTE**

Oriental Financial Group Inc. (the Group) is filing this Amendment No. 1 to its Form 10-K for the year ended December 31, 2009 originally filed with the Securities and Exchange Commission on March 11, 2010 (the 2009 Form 10-K) solely for the purpose of filing a revised consent of KPMG LLP (KPMG), an independent registered public accounting firm. The consent filed by the Group as Exhibit 23.1 of the 2009 Form 10-K inadvertently omitted a reference to the Group's registration statement on Form S-3 (File No. 333-155452).

No item of or disclosures appearing in the Group's 2009 Form 10-K are affected by this filing other than the consent described above. This report on Form 10-K/A is presented as of the filing date of the 2009 Form 10-K and does not reflect events occurring after that date, or modify or update disclosures in any way.

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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

The following exhibits are filed as part of this Form 10-K/A:

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 23.1           | Consent of KPMG LLP   |
| 31.1           | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2           | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 |
| 32.1           | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.2           | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes- Oxley Act of 2002 |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ORIENTAL FINANCIAL GROUP INC.**

By: /s/ José Rafael Fernández

Dated: August 11, 2010

José Rafael Fernández  
President and Chief Executive Officer

By: /s/ Norberto González

Dated: August 11, 2010

Norberto González  
Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

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