

Tsimbinos Steven James
Form 4
March 04, 2019

FORM 4

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

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

OMB APPROVAL

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(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)

110 WEST FRONT STREET

(Street)

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

02/28/2019

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

Executive VP/Corp. Secretary

4. If Amendment, Date Original
Filed(Month/Day/Year)

RED BANK, NJ 07701

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)
Common Stock	02/28/2019		A	2,975 A \$ 0	50,012	D <u>(1)</u>	
Common Stock	02/28/2019		A	7,340 A \$ 0	57,352	D <u>(2)</u>	
Common Stock	03/01/2019		D	1,886 D \$ 0	55,466	D <u>(3)</u>	
Common Stock					3,871	I	By 401(k) <u>(4)</u>
Common Stock					3,153	I	By ESOP <u>(4)</u>

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

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 25.2	02/28/2019		A		50,335		03/01/2020	03/01/2029	Common Stock	50,335
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
	\$ 29.01							03/01/2018	03/15/2027		37,500

Stock Option (right to buy)					Common Stock	
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 110 WEST FRONT STREET RED BANK, NJ 07701			Executive VP/Corp. Secretary	

Signatures

/s/ Steven J. Tsimbinos 03/04/2019

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).
- (1) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2020. Total includes other restricted shares that vest in the future.
- (2) Shares vest in five equal installments beginning on March 1, 2020 at approximately 60% or approximately 80% to 100% depending on the attainment of defined performance criteria for each of the calendar years ended 2019, 2020, 2021, 2022, and 2023, or are forfeited if threshold performance is not met. Total includes other unvested restricted shares that vest in the future.
- (3) Represents forfeiture of unvested performance-based restricted shares, originally awarded on January 24, 2018, for failure to satisfy performance conditions. Remaining shares earned under this award will vest on March 1 of 2020 and 2021, subject to the satisfaction of performance criteria. Total includes other unvested restricted shares that vest in the future.
- (4) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (5) 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.