

Tsimbinos Steven James
 Form 4
 January 25, 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)
 01/24/2018

____ 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|--------------|----------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 01/24/2018 | | A | | 7,690 | A | \$ 0 | 28,288 | D <u>(1)</u> | |
| Common Stock | 01/24/2018 | | A | | 14,235 | A | \$ 0 | 42,523 | D <u>(2)</u> | |
| Common Stock | | | | | | | | 3,436 | I | By 401(k) <u>(3)</u> |
| Common Stock | | | | | | | | 2,390 | I | By ESOP <u>(3)</u> |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 27.4 | 01/24/2018 | | A | 12,915 | | | 03/01/2019 | 01/24/2028 | Common Stock | 12,915 |
| 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 | \$ 17.28 | | | | | | | 03/01/2017 | 03/16/2026 | Common Stock | 15,000 |

(right to buy)

Stock Option (right to buy)

\$ 29.01

03/01/2018 03/15/2027

Common Stock 37,500

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 01/25/2018

**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).
- (1) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2019. Total includes other restricted shares that vest in the future.
- (2) One third of such shares vest on each of March 1, 2019, 2020, and 2021 at approximately 60% or approximately 80% to 100% depending on the attainment of defined performance criteria for each of the calendar years ended 2018, 2019, and 2020, or are forfeited if threshold performance is not met. Total includes other restricted shares that vest in the future.
- (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.