

OCEANFIRST FINANCIAL CORP  
 Form 4  
 October 30, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nardelli Vito

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)  
 10/29/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 E.V.P., OceanFirst Bank

TOMS RIVER, NJ 08754

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 10/29/2008                           |  | P                              | 300 A \$ 13.99  | 2,301   | D  |   |
| Common Stock                    | 10/29/2008                           |  | P                              | 200 A \$ 13.96  | 2,501   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,042   | D  | (1) (2)   |
| Common Stock                    |                                      |  |                                |   | 1,233   | I  | By 401(k) (3)   |
| Common Stock                    |                                      |  |                                |   | 4,669   | I  | By ESOP (3)   |

|                 |     |   |   |
|-----------------|-----|---|---|
| Common<br>Stock | 727 | I | By<br>Matching<br>ESOP <sup>(3)</sup><br><u>(4)</u> |
|-----------------|-----|---|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. Price or 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)                | \$ 22.38   |                                      |  |                                |   | 05/28/2005      05/28/2014                               | Common Stock  | 30,000   |
| Stock Option (Right to Buy)                | \$ 23.07   |                                      |  |                                |   | 01/19/2006      01/19/2015                               | Common Stock  | 780  |
| Stock Option (Right to Buy)                | \$ 20.795  |                                      |  |                                |   | 04/20/2006      04/20/2015                               | Common Stock  | 866  |
| Stock Option (Right to Buy)                | \$ 23.475  |                                      |  |                                |   | 02/15/2007      02/15/2016                               | Common Stock  | 30,000   |
| Stock Option (Right to Buy)                | \$ 22.17   |                                      |  |                                |   | 02/21/2008      02/21/2017                               | Common Stock  | 20,250   |

|                                      |          |            |            |                 |        |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 16.81 | 02/20/2009 | 02/20/2018 | Common<br>Stock | 21,263 |
|--------------------------------------|----------|------------|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Nardelli Vito<br>975 HOOPER AVENUE<br>TOMS RIVER, NJ 08754 |               |           | E.V.P., OceanFirst Bank |       |

## Signatures

/s/ John K. Kelly, Power of Attorney  
10/30/2008

\_\_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 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest at a rate of 20% per year beginning March 1, 2009.
- (2) Shares acquired by award. Description of Ownership changed from Indirect to Direct to reflect recipient's ability to vote all shares at the time of award.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (4) Represents shares acquired under the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan established as part of a spin-off from the OceanFirst Employee Stock Ownership Plan effective December 27, 2006.
- (5) Options awarded under the OceanFirst Financial Corp. 2000 Stock Option Plan, vest in five equal annual installments beginning on February 20, 2009.

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.