

OCEANFIRST FINANCIAL CORP
 Form 4
 March 18, 2016

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 *
IANTOSCA JOSEPH R

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)
03/01/2016

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
EVP, CAO, 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2016		S	1,384 D \$ 17.2	8,353	D (1)	
Common Stock	03/16/2016		A	1,910 A \$ 0	10,263	D (2)	
Common Stock					15,430	I	By 401(k) (3)
Common Stock					11,378	I	BY ESOP (3) (4)

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)	\$ 17.28	03/18/2016		A	37,500	03/01/2017 03/16/2026	Common Stock 37,500
Stock Option (Right to Buy)	\$ 20.25					03/02/2008 03/02/2017	Common Stock 6,750
Stock Option (Right to Buy)	\$ 16.81					02/20/2009 02/20/2018	Common Stock 7,088
Stock Option (Right to Buy)	\$ 12.28					02/18/2010 02/18/2019	Common Stock 7,088
Stock Option (Right to Buy)	\$ 10.11					02/11/2011 02/11/2020	Common Stock 9,925
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 (Right to Buy)	\$ 14.55	06/17/2014	06/17/2023	Common Stock	11,250
Stock Option	\$ 17.75	03/01/2015	03/19/2024	Common Stock	24,375
Stock Option	\$ 17.37	03/01/2016	03/18/2025	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IANTOSCA JOSEPH R 975 HOOPER AVENUE TOMS RIVER, NJ 08754				EVP, CAO, OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney
03/18/2016

__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) Sale of a portion of vesting restricted stock to pay associated taxes. Total includes unvested restricted stock.
- (2) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2017. 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) Includes shares acquired from the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan, which merged with the OceanFirst Employee Stock Ownership Plan effective December 31, 2015.
- (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.