

OCEANFIRST FINANCIAL CORP  
 Form 4/A  
 April 11, 2017

**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 \*  
 Maher Christopher

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)  
 02/07/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

TOMS RIVER, NJ 08754  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/08/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/07/2017                           |  | M                              |   | 13,500  | A  | \$ 14.55  |
| Common Stock                    | 02/07/2017                           |  | M                              |   | 24,000  | A  | \$ 17.75  |
| Common Stock                    | 02/07/2017                           |  | A                              |   | 14,886  | A  | \$ 17.37  |
| Common Stock                    | 02/07/2017                           |  | F                              |   | 39,626  | D  | \$ 28.66  |
| Common Stock                    |                                      |  |                                |   |   |  | 5,455   |

By 401(k) Plan <sup>(2)</sup>

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Common Stock 1,372 I By ESOP (2) (3)

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 14.55   | 02/07/2017                           |  | M                              | 13,500  | 06/17/2014 06/17/2023                                    | Common Stock  | 13,500                     |                            |
| Stock Option (Right to Buy)                | \$ 17.75   | 02/07/2017                           |  | M                              | 24,000  | 03/01/2015 03/19/2024                                    | Common Stock  | 24,000                     |                            |
| Stock Option (right to buy)                | \$ 17.37   | 02/07/2017                           |  | M                              | 14,886  | 03/01/2016 03/18/2025                                    | Common Stock  | 14,886                     |                            |
| Stock Option (right to buy)                | \$ 17.28   |                                      |  |                                |   | 03/01/2017 03/16/2026                                    | Common Stock  | 99,460                     |                            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Maher Christopher<br>975 HOOPER AVENUE<br>TOMS RIVER, NJ 08754 | X             |           | Chairman, President and CEO |       |

## Signatures

/s/ Steven J. Tsimbinos, Power of  
Attorney

04/11/2017

\_\_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) Total includes shares of restricted Common stock that have not yet vested.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) This form amends the original Form 4 filed on February 8, 2017 in order to correct the amount of ESOP shares held by Mr. Maher on that date.
- (4) Options vest in five equal annual installments beginning on the date first exercisable.
- (5) This form amends the original Form 4 filed on February 8, 2017 in order to correct the amount of stock options held by Mr. Maher on that date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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