

OCEANFIRST FINANCIAL CORP  
 Form 4  
 September 17, 2009

**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 \*  
 OCEANFIRST FOUNDATION

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)  
 09/15/2009

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

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)  
 \_\_\_X\_\_\_ 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 or Price		
Common Stock	09/15/2009		S		6	D	\$ 12.44 1,417,587 D
Common Stock	09/15/2009		S		6	D	\$ 12.48 1,417,581 D
Common Stock	09/15/2009		S		700	D	\$ 12.5 1,416,881 D
Common Stock	09/15/2009		S		700	D	\$ 12.51 1,416,181 D
Common Stock	09/15/2009		S		499	D	\$ 12.52 1,415,682 D

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Common Stock	09/15/2009	S	200	D	\$ 12.53	1,415,482	D
Common Stock	09/15/2009	S	200	D	\$ 12.54	1,415,282	D
Common Stock	09/15/2009	S	600	D	\$ 12.55	1,414,682	D
Common Stock	09/15/2009	S	295	D	\$ 12.56	1,414,387	D
Common Stock	09/15/2009	S	300	D	\$ 12.57	1,414,087	D
Common Stock	09/15/2009	S	400	D	\$ 12.58	1,413,687	D
Common Stock	09/15/2009	S	800	D	\$ 12.59	1,412,887	D
Common Stock	09/15/2009	S	300	D	\$ 12.6	1,412,587	D
Common Stock	09/15/2009	S	500	D	\$ 12.61	1,412,087	D
Common Stock	09/15/2009	S	800	D	\$ 12.62	1,411,287	D
Common Stock	09/15/2009	S	800	D	\$ 12.63	1,410,487	D
Common Stock	09/15/2009	S	200	D	\$ 12.64	1,410,287	D
Common Stock	09/15/2009	S	201	D	\$ 12.65	1,410,086	D
Common Stock	09/15/2009	S	400	D	\$ 12.66	1,409,686	D
Common Stock	09/15/2009	S	93	D	\$ 12.8	1,409,593	D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)					
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCEANFIRST FOUNDATION 975 HOOPER AVENUE TOMS RIVER, NJ 08754		X		

**Signatures**

/s/ John K. Kelly, Power of Attorney	09/17/2009
<u>      </u> **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).

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.