

MCLAUGHLIN DONALD E

Form 4

February 20, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCLAUGHLIN DONALD E

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)  
02/15/2013

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ 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)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |                  |
| Common<br>Stock                       | 02/15/2013                              |                                                             | A                                       |                                                                            | 713                                                                                                                | A \$ 0                                                               | 37,354                                                            | D <sup>(1)</sup> |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 5,170                                                             | I                |

By Spouse  
<sup>(2)</sup>

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

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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.                    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D)                                                                 |                       |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.62                                                              | 02/15/2013                              |                                                             | A                                       | 3,500                                                                                                           | 02/15/2014                                                     | 02/15/2023                                                          | Common<br>Stock 3,500 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 23.44                                                              |                                         |                                                             |                                         |                                                                                                                 | 05/30/2004                                                     | 05/30/2013                                                          | Common<br>Stock 5,000 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 22.525                                                             |                                         |                                                             |                                         |                                                                                                                 | 05/28/2005                                                     | 05/28/2014                                                          | Common<br>Stock 5,000 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 23.475                                                             |                                         |                                                             |                                         |                                                                                                                 | 02/15/2007                                                     | 02/15/2016                                                          | Common<br>Stock 3,000 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 22.17                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/21/2008                                                     | 02/21/2017                                                          | Common<br>Stock 2,250 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.81                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/20/2009                                                     | 02/20/2018                                                          | Common<br>Stock 2,363 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 12.28                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/18/2010                                                     | 02/18/2019                                                          | Common<br>Stock 2,363 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10                                                                 |                                         |                                                             |                                         |                                                                                                                 | 02/17/2011                                                     | 02/17/2020                                                          | Common<br>Stock 3,310 |

|                                      |          |            |            |                 |       |
|--------------------------------------|----------|------------|------------|-----------------|-------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.87 | 02/18/2012 | 02/18/2021 | Common<br>Stock | 3,500 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.83 | 02/15/2013 | 02/15/2022 | Common<br>Stock | 3,500 |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| MCLAUGHLIN DONALD E<br>975 HOOPER AVENUE<br>TOMS RIVER, NJ 08754 |               | X         |         |       |

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 02/19/2013

\_\_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 vest in five equal annual installments beginning on March 1, 2013. Total includes other unvested restricted stock.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (3) 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.

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