

OCEANFIRST FINANCIAL CORP  
 Form 4  
 March 20, 2014

**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 \*  
**IANOSCA 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)  
**11/12/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  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 Indirect Beneficial Ownership (Instr. 4)			
Common Stock	03/19/2014		A	V	1,910	A	\$ 0	7,735	D <sup>(1)</sup>	
Common Stock	11/12/2013		S <sup>(2)</sup>		2,439	D	\$ 17.9	9,401	I	By 401(k) <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>
Common Stock	11/13/2013		P		1,312	A	\$ 17.78	10,713	I	By 401(k) <sup>(3)</sup> <sup>(4)</sup>
Common Stock								8,278	I	BY ESOP <sup>(3)</sup>
Common Stock								1,462	I	By Matching ESOP <sup>(3)</sup>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.75	03/19/2014		A	24,375	03/19/2015	03/19/2024	Common Stock	24,375
Stock Option (Right to Buy)	\$ 22.525					05/28/2005	05/28/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 23.07					01/19/2006	01/19/2015	Common Stock	554
Stock Option (Right to Buy)	\$ 20.795					04/20/2006	04/20/2015	Common Stock	614
Stock Option (Right to Buy)	\$ 23.475					02/15/2007	02/15/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 20.25					03/02/2008	03/02/2017	Common Stock	6,750
	\$ 16.81					02/20/2009	02/20/2018		7,088



## 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. Such shares vest in five equal annual installments beginning on March 1, 2015. Total includes other restricted shares that vest in the future.
- (2) Mr. Iantosca effected a transaction in his 401(k) Plan that caused an involuntary sale of shares.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (4) Mr. Iantosca has agreed to disgorge any short swing profit generated from these transactions.
- (5) 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.
- (6) 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.