

IANTOSCA JOSEPH R
Form 4
March 04, 2019

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)
110 WEST FRONT STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
EVP, CIO, OceanFirst Bank

RED BANK, NJ 07701

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/28/2019		A	2,975 A \$ 0	51,749	D	<u>(1)</u>
Common Stock	02/28/2019		A	7,340 A \$ 0	59,089	D	<u>(2)</u>
Common Stock	03/01/2019		D	2,312 D \$ 0	56,777	D	<u>(3)</u>
Common Stock					21,358	I	By 401(k) <u>(4)</u>
Common Stock					13,321	I	BY ESOP <u>(4)</u>

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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)	\$ 25.2	02/28/2019		A	50,335	03/01/2020 03/01/2029	Common Stock 50,335
Stock Option (right to buy)	\$ 14.55					06/17/2014 06/17/2023	Common Stock 11,250
Stock Option (right to buy)	\$ 17.75					03/01/2015 03/19/2024	Common Stock 24,375
Stock Option (right to buy)	\$ 17.37					03/01/2016 03/18/2025	Common Stock 30,000
Stock Option (right to buy)	\$ 17.28					03/01/2017 03/16/2026	Common Stock 37,500
Stock Option (right to buy)	\$ 29.01					03/01/2018 03/15/2027	Common Stock 45,000
Stock Option (right to buy)	\$ 27.4					03/01/2019 01/24/2028	Common Stock 15,485

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IANTOSCA JOSEPH R 110 WEST FRONT STREET RED BANK, NJ 07701				EVP, CIO, OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

03/04/2019

__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. Such shares vest in five equal annual installments beginning on March 1, 2020. Total includes other restricted shares that vest in the future.
- (2) Shares vest in five equal installments beginning on March 1, 2020 at approximately 60% or approximately 80% to 100% depending on the attainment of defined performance criteria for each of the calendar years ended 2019, 2020, 2021, 2022, and 2023, or are forfeited if threshold performance is not met. Total includes other unvested restricted shares that vest in the future.
- (3) Represents forfeiture of unvested performance-based restricted shares, originally awarded on January 24, 2018, for failure to satisfy performance conditions. Remaining shares earned under this award will vest on March 1 of 2020 and 2021, subject to the satisfaction of performance criteria. Total includes other unvested restricted shares that vest in the future.
- (4) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (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.