

FITZPATRICK MICHAEL J  
 Form 4/A  
 March 13, 2018

**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 \*  
 FITZPATRICK MICHAEL J

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)  
 01/24/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/25/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 01/24/2018                           |  | A                              | 4,626 A   | \$ 0 124,587  | D <sup>(1)</sup>   |                                   |
| Common Stock                    | 01/24/2018                           |  | A                              | 8,577 A   | \$ 0 133,164  | D <sup>(2)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 2,621   | I  | By 401(k)                         |
| Common Stock                    |                                      |  |                                |   | 80,592  | I  | By Esop                           |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Title   | Amount or Number of Shares    |
| Stock Option (right to buy)                | \$ 27.4  | 01/24/2018                           |  | A                              |   | 7,767  |     | Common Stock  | 7,767                         |
| Stock Option (right to buy)                | \$ 10  |                                      |  |                                |   |  |     | Common Stock  | 29,770                        |
| Stock Option (right to buy)                | \$ 13.87   |                                      |  |                                |   |  |     | Common Stock  | 30,000                        |
| Stock Option (right to buy)                | \$ 13.83   |                                      |  |                                |   |  |     | Common Stock  | 30,000                        |
| Stock Option (right to buy)                | \$ 14.62   |                                      |  |                                |   |  |     | Common Stock  | 22,500                        |
| Stock Option (right to buy)                | \$ 17.75   |                                      |  |                                |   |  |     | Common Stock  | 22,500                        |
| Stock Option (right to buy)                | \$ 17.37   |                                      |  |                                |   |  |     | Common Stock  | 22,500                        |

|                                      |          |            |            |                 |        |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) | \$ 17.28 | 03/01/2017 | 03/16/2026 | Common<br>Stock | 22,500 |
| Stock<br>Option<br>(right to<br>buy) | \$ 29.01 | 03/01/2018 | 03/15/2027 | Common<br>Stock | 22,500 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| FITZPATRICK MICHAEL J<br>975 HOOPER AVENUE<br>TOMS RIVER, NJ 08754 |               |           | Executive Vice President & CFO |       |

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 03/13/2018

\_\_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 three equal annual installments beginning on March 1, 2019. Total includes other restricted shares that vest in the future.
  - One third of such shares vest on each of March 1, 2019, 2020, and 2021 at approximately 60% or approximately 80% to 100% depending
- (2) on the attainment of defined performance criteria for each of the calendar years ended 2018, 2019, and 2020, or are forfeited if threshold performance is not met.
- (3) Options vest in three equal annual installments beginning on the date first exercisable.
- (4) Options vest in five equal annual installments beginning on the date first exercisable.
- (5) This form is being filed to correct the vesting period of this stock option award. Such option vest in three equal annual installments beginning on the first date 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.