

FITZPATRICK MICHAEL J
 Form 4/A
 March 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)
 03/15/2017

____ Director _____ 10% Owner
 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)
 03/16/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|---|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/15/2017 | | A | 1,455 | A \$ 0 | 114,898 | D ⁽¹⁾ | |
| Common Stock | | | | | | 2,577 | I | By 401(k) ⁽²⁾ |
| Common Stock | | | | | | 79,563 | I | By Esop ⁽²⁾ |

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

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number.

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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 29.01 | 03/15/2017 | | A | 0 | | | 03/01/2018 03/15/2027 | Common Stock 0 \$ 29.01 |
| Stock Option (right to buy) | \$ 16.81 | | | | | | | 02/20/2009 02/20/2018 | Common Stock 21,263 |
| Stock Option (right to buy) | \$ 10 | | | | | | | 02/17/2011 02/17/2020 | Common Stock 29,770 |
| Stock Option (right to buy) | \$ 13.87 | | | | | | | 02/18/2012 02/18/2021 | Common Stock 30,000 |
| Stock Option (right to buy) | \$ 13.83 | | | | | | | 02/15/2013 02/15/2022 | Common Stock 30,000 |
| Stock Option (right to buy) | \$ 14.62 | | | | | | | 02/15/2014 02/15/2023 | Common Stock 22,500 |
| Stock Option (right to buy) | \$ 17.75 | | | | | | | 03/01/2015 03/19/2024 | Common Stock 22,500 |
| Stock Option (right to buy) | \$ 17.37 | | | | | | | 03/01/2016 03/18/2025 | Common Stock 22,500 |

| | | | | | |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock Option (right to buy) | | | | Common Stock | |
| Stock Option (right to buy) | \$ 17.28 | 03/01/2017 | 03/16/2026 | Common Stock | 22,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZPATRICK MICHAEL J 975 HOOPER AVENUE 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. This form is being filed to corrected the vesting period of the awarded shares. Such shares vest in three equal annual installments beginning on March 1, 2018. Total includes other restricted shares that vest in the future.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) This form is being filed to correct the vesting period for this stock option award. Options vest in three equal installments beginning on the first date exercisable.
- (4) 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.