

GARBARINO JOHN R

Form 4

February 19, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARBARINO JOHN 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)

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

02/17/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

975 HOOPER AVENUE

(Street)

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

TOMS RIVER, NJ 08754

(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	02/17/2010		A	5,450 A \$ 0	355,906	D ⁽¹⁾	
Common Stock					55,191	I	By Esop ⁽²⁾
Common Stock					396	I	By Matching ESOP ⁽²⁾ ⁽³⁾
Common Stock					14,445	I	By Spouse
Common Stock					2,204	I	Son 1 Trust

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Common Stock	9,584	I	Son 2 Trust
Common Stock	92,871	I	By 401(k) (2)

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

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SEC 1474
(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)	\$ 10	02/17/2010		A		89,305		02/17/2011	02/17/2020	Common Stock	89,305
Stock Option (Right to Buy)	\$ 17.88							02/20/2003	02/20/2012	Common Stock	120,000
Stock Option (Right to Buy)	\$ 23.44							05/30/2004	05/30/2013	Common Stock	90,000
Stock Option (Right to Buy)	\$ 22.525							05/28/2005	05/28/2014	Common Stock	90,000
Stock Option (Right to Buy)	\$ 23.07							01/19/2006	01/19/2015	Common Stock	3,430
Stock Option (Right to	\$ 20.795							04/20/2006	04/20/2015	Common Stock	3,806

Buy)

Stock

Option
(Right to
Buy) \$ 23.475

02/15/2007 02/15/2016

Common
Stock

63,000

Stock

Option
(Right to
Buy) \$ 22.17

02/21/2008 02/21/2017

Common
Stock

60,750

Stock

Option
(Right to
Buy) \$ 16.81

02/20/2009 02/20/2018

Common
Stock

63,788

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARBARINO JOHN R 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X		Chairman, President and CEO	

Signatures

/s/ John K. Kelly, Power of
Attorney

02/19/2010

**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 on February 17, 2010 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on March 1, 2011.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) 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.
- (4) Options awarded under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on February 17, 2011.

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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