

ORIENTAL FINANCIAL GROUP INC

Form 4

April 19, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FERNANDEZ JOSE ENRIQUE

2. Issuer Name **and** Ticker or Trading
Symbol
ORIENTAL FINANCIAL GROUP
INC [ofg]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2005

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

PO BOX 195115

(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

SAN JUAN, PR 009195115

(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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stocks	04/15/2005		M		88,845	A \$ 0	2,528,559 D
Common Stocks	04/15/2005		M		57,653	A \$ 0.11	2,586,212 D
Common Stocks	04/15/2005		M		43,065	A \$ 2.59	2,629,277 D
Common Stocks	04/15/2005		M		22,181	A \$ 10.14	2,651,458 D
Common Stocks	04/15/2005		M		97,783	A \$ 12.02	2,749,241 D

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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 Options (1)	\$ 0	04/15/2005		M		88,845		04/05/2005	04/15/2005	Common Stocks	88,845
Stock Options (1)	\$ 0.11	04/15/2005		M		57,653		04/05/2005	04/15/2005	Common Stocks	57,653
Stock Options (1)	\$ 2.59	04/15/2005		M		43,065		04/05/2005	04/15/2005	Common Stock	43,065
Stock Options (2)	\$ 10.14	04/15/2005		M		22,181		04/05/2005	04/15/2005	Common Stocks	22,181
Stock Options (2)	\$ 12.02	04/15/2005		M		97,783		04/05/2005	04/15/2005	Common Stocks	97,783

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDEZ JOSE ENRIQUE PO BOX 195115 SAN JUAN, PR 009195115		X		

Signatures

Jose E.
Fernandez

04/19/2005

 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) Stock Options Incentive Plan 1988
- (2) Stock Options Incentive Plan 1996

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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