

OCEANFIRST FINANCIAL CORP
 Form 4
 August 27, 2013

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 *
IANOSCA 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)
975 HOOPER AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2013

____ Director
 ____ Officer (give title below) Other (specify below)
EVP, CAO, OceanFirst Bank

TOMS RIVER, NJ 08754

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)
Common Stock	08/26/2013		S ⁽¹⁾	250 D	\$ 17.18 5,825	D ⁽²⁾	
Common Stock	08/26/2013		S ⁽¹⁾	1,075 D	\$ 17.242 0	I	By IRA
Common Stock	08/26/2013		P ⁽¹⁾	1,454 A	\$ 17.2 10,991	I	By 401(k) ⁽⁴⁾
Common Stock					7,727	I	BY ESOP ⁽⁴⁾
Common Stock					1,443	I	By Matching

ESOP ⁽⁴⁾
(5)

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. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.165					02/17/2005	02/17/2014	Common Stock	1,250
Stock Option (Right to Buy)	\$ 22.525					05/28/2005	05/28/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 23.07					01/19/2006	01/19/2015	Common Stock	554
Stock Option (Right to Buy)	\$ 20.795					04/20/2006	04/20/2015	Common Stock	614
Stock Option (Right to Buy)	\$ 23.475					02/15/2007	02/15/2016	Common Stock	10,000
Stock Option	\$ 20.25					03/02/2008	03/02/2017	Common Stock	6,750

(Right to Buy)						
Stock Option (Right to Buy)	\$ 16.81	02/20/2009	02/20/2018	Common Stock	7,088	
Stock Option (Right to Buy)	\$ 12.28	02/18/2010	02/18/2019	Common Stock	7,088	
Stock Option (Right to Buy)	\$ 10.11	02/11/2011	02/11/2020	Common Stock	9,925	
Stock Option (Right to Buy)	\$ 13.87	02/18/2012	02/18/2021	Common Stock	10,125	
Stock Option (Right to Buy)	\$ 13.83	02/15/2013	02/15/2022	Common Stock	10,125	
Stock Option (Right to Buy)	\$ 14.62	02/15/2014	02/15/2023	Common Stock	11,250	
Stock Option (Right to Buy)	\$ 14.55	06/17/2014	06/17/2023	Common Stock	11,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IANTOSCA JOSEPH R 975 HOOPER AVENUE TOMS RIVER, NJ 08754			EVP, CAO, OceanFirst Bank	

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

08/27/2013

**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) The sale of shares from Mr. Iantosca's direct holdings and IRA account and purchase in his 401(k) were designed to consolidate Mr. Iantosca's holdings in his 401(k). Mr. Iantosca has agreed to disgorge any short swing profit generated from these transactions.
- (2) Total includes unvested restricted stock.
- (3) This price represents the average price for multiple transactions reported on this line. The price of such transactions range from \$17.240 to 17.246.
- (4) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (5) 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.
- (6) 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.

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