

IANTOSCA JOSEPH R
Form 4
February 17, 2012

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 *
IANTOSCA 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)
02/15/2012

____ Director
____ Officer (give title below) Other (specify below)
1st SVP, 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2012		A	657 A \$ 0	4,550	D	(1)
Common Stock					7,510	I	By 401(k) (2)
Common Stock					6,938	I	BY ESOP (2)
Common Stock					1,075	I	By IRA
Common Stock					1,353	I	By Matching ESOP (2) (3)

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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 Option (Right to Buy)	\$ 13.83	02/15/2012		A	10,125	02/15/2013 02/15/2022	Common Stock 10,125
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 (Right to Buy)	\$ 20.25					03/02/2008 03/02/2017	Common Stock 6,750

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IANTOSCA JOSEPH R 975 HOOPER AVENUE TOMS RIVER, NJ 08754				1st SVP, CAO, OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

02/17/2012

__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) Restrictive shares awarded in five equal installments beginning on March 1, 2013. Total includes other unvested restricted stock.
- (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 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.