

Messina Glen A.
Form 4
April 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
Messina Glen A.

2. Issuer Name and Ticker or Trading Symbol
OCWEN FINANCIAL CORP
[OCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1661 WORTHINGTON ROAD,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

WEST PALM BEACH, FL 33409

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | | (Instr. 3 and 4) | | |
|------------------------------|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 04/11/2019 | A | | 57,895 | | (2) | (2) | Common Stock | 57,895 |
| Restricted Stock Units | (3) | 04/11/2019 | A | | 565,327 | | (4) | (4) | Common Stock | 565,327 |
| Restricted Stock Units | (3) | 04/11/2019 | A | | 565,326 | | (5) | (5) | Common Stock | 565,326 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Messina Glen A. 1661 WORTHINGTON ROAD, SUITE 100 WEST PALM BEACH, FL 33409 | X | | | President & CEO |

Signatures

/s/ Michael J. Stanton, Attorney-in-Fact for Glen A.
Messina

04/15/2019

**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) Each Restricted Stock Unit represents a contingent right to receive a cash payment equal to the closing price of one share of OCN common stock on the applicable vesting date.

On April 11, 2019, the reporting person was granted 57,895 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The target number of units subject to the award is reported above. On each of the first, second and third anniversaries of grant, between 0% and 200% of one-third of the target number of units will be eligible to vest based on the extent to which a pre-established cumulative absolute total shareholder return level is met.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of OCN common stock.

On April 11, 2019, the reporting person was granted 565,327 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The target number of units subject to the award is reported above. Between 0% and 200% of the target number of units will be eligible to vest on April 11, 2022 based on the extent to which a pre-established absolute total shareholder return level is met.
- (3) On April 11, 2019, the reporting person was granted 565,326 restricted stock units scheduled to vest in three equal annual installments on the first, second and third anniversaries of grant.

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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