OCEANFIRST FINANCIAL CORP
Form 4
February 22, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

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(Print or Type Responses)

1. Name and Address of Reporting Person * Devlin Michael D	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) 02/21/2017	__X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
C/O OCEANFIRST BANK, 975 HOOPER AVE. (Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	02/21/2017		M		5,849	A	$ 9.7	130,662	D	
Common Stock, par value $0.01 per share	02/21/2017		S		5,849	D	$ 29.5	124,813	D	
Common Stock, par value $0.01								22,037	I	By spouse

per share

Common Stock, par value $0.01 per share	956	I	By daughter A
Common Stock, par value $0.01 per share	956	I	By daughter B
Common Stock, par value $0.01 per share	956	I	By daughter C
Common Stock, par value $0.01 per share	51,311	I	By IRA

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

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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.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 9.7	02/21/2017		M			5,849	06/15/2011	06/12/2020	Common Stock	5,849	

Reporting Owners

Reporting Owner Name / Address	Relationships

Reporting Owners 2

	Director	10% Owner	Officer	Other

Devlin Michael D
C/O OCEANFIRST BANK
975 HOOPER AVE.
TOMS RIVER, NJ 08754

X

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

02/21/2017

**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).

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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