Nardelli Vito Form 4 February 23, 2011

### FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Nardelli Vito			2. Issuer Name and Ticker or Trading Symbol OCEANFIRST FINANCIAL CORP [OCFC]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) 975 HOOPE				Earliest Tra ay/Year) )11	ansaction			Director 10% Owner Other (specify below)				
				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			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution	emed on Date, if 'Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	l (A) o l of (D	))	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	02/18/2011			A	2,557	A	\$0	22,781	D (1)			
Common Stock								13,198	I	By 401(k)		
Common Stock								8,036	I	By ESOP		
Common								1 005	ī	By Matching		

1,005

I

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

Matching

ESOP (2) (3)

#### Edgar Filing: Nardelli Vito - Form 4

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 13.87	02/18/2011		A	33,750		02/18/2012	02/18/2021	Common Stock	33,750
Stock Option (Right to Buy)	\$ 22.38						05/28/2005	05/28/2014	Common Stock	30,000
Stock Option (Right to Buy)	\$ 23.07						01/19/2006	01/19/2015	Common Stock	780
Stock Option (Right to Buy)	\$ 20.795						04/20/2006	04/20/2015	Common Stock	866
Stock Option (Right to Buy)	\$ 23.475						02/15/2007	02/15/2016	Common Stock	30,000
Stock Option (Right to Buy)	\$ 22.17						02/21/2008	02/21/2017	Common Stock	20,250
Stock Option (Right to Buy)	\$ 16.81						02/20/2009	02/20/2018	Common Stock	21,263

Stock

Option (Right to \$10 02/17/2011 02/17/2020 Common Stock 29,770

Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nardelli Vito

975 HOOPER AVENUE President

TOMS RIVER, NJ 08754

## **Signatures**

/s/ Steven J. Tsimbinos, Power of Attorney 02/22/2011

\*\*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) Restricted shares awarded on February 18, 2011 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on March 1, 2012. 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 awarded on February 18, 2011 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on February 18, 2012.
- (5) 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.

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