

Lebel Joseph III
Form 4
February 17, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lebel Joseph III

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 ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

1st SVP, CLO, OceanFirst Bank

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	02/15/2012		A		657	A \$ 0	6,710 D ⁽¹⁾
Common Stock							5,669 I By 401(k) ⁽²⁾
Common Stock							3,853 I By Esop ⁽²⁾
Common Stock							553 I By Matching ESOP ⁽²⁾
Common Stock							500 I By Spouse

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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 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)	\$ 22.74							04/28/2007	04/28/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 20.25							03/02/2008	03/02/2017	Common Stock	4,500
Stock Option (Right to Buy)	\$ 16.81							02/20/2009	02/20/2018	Common Stock	7,088
Stock Option (Right to Buy)	\$ 10							02/17/2011	02/17/2020	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
Lebel Joseph III 975 HOOPER AVENUE TOMS RIVER, NJ 08754	1st SVP, CLO, OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney	02/17/2012
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__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 in five equal annual 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) 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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