

Vallacchi Grace
Form 4
March 04, 2019

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 *
Vallacchi Grace

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)
110 WEST FRONT STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

____ Director
 Officer (give title below) Executive Vice President & CRO
____ 10% Owner
____ Other (specify below)

RED BANK, NJ 07701

(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)
				Code	V Amount (D) Price			
Common Stock	02/28/2019		A	2,975	A \$ 0	22,348	D <u>(1)</u>	
Common Stock	02/28/2019		A	7,340	A \$ 0	29,688	D <u>(2)</u>	
Common Stock	03/01/2019		D	1,277	D \$ 0	28,411	D <u>(3)</u>	

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

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number.

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)	\$ 25.2	02/28/2019		A	50,335	03/01/2020	03/01/2029	Common Stock	50,335
Stock Option (right to buy)	\$ 27.4					03/01/2019	01/24/2028	Common Stock	9,190

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vallacchi Grace 110 WEST FRONT STREET RED BANK, NJ 07701			Executive Vice President & CRO	

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney
03/04/2019

__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) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2020. Total includes other restricted shares that vest in the future.
- (2) Shares vest in five equal installments beginning on March 1, 2020 at approximately 60% or approximately 80% to 100% depending on the attainment of defined performance criteria for each of the calendar years ended 2019, 2020, 2021, 2022, and 2023, or are forfeited if threshold performance is not met. Total includes other unvested restricted shares that vest in the future.
- (3)

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Represents forfeiture of unvested performance-based restricted shares, originally awarded on January 24, 2018, for failure to satisfy performance conditions. Remaining shares earned under this award will vest on March 1 of 2020 and 2021, subject to the satisfaction of performance criteria. Total includes other unvested restricted shares that vest in the future.

(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.

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