

OCWEN FINANCIAL CORP
 Form 4
 January 23, 2003

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|--|---------|--|--|--|---|-----------|
| | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | OMB APPROVAL | |
| FORM 4 | | Washington, D.C. 20549 | | | OMB Number:K235-0287 | |
| | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | | | Expires: | |
| Check this box if no longer | | | | | January 31, 2005 | |
| | | 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(f) of the Investment Company Act of 1940 subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) | | | Estimated average burden hours per responseH.5 | |
| 1. Name and Address of Reporting Person* | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Wish, Barry Neal | | Ocwen Financial Corporation (NYSE:OCN) | | | Director X | |
| (Last) | (First) | (Middle) | | | | 10% Owner |

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|---|---------|--|--|---|--|---|---|-------------------------------|---|---------------------------|--|
| | | 3. IRS or Social Security | | 4. Statement for | | Officer (give | | Other (specify) | | | |
| | | Number of Reporting Person (Voluntary) | | Month/Year December/2002 | | title below) | | below) | | | |
| 1675 Palm Beach Lakes Blvd | | | | | | | | | | | |
| (Street) | | ----- | | 5. If Amendment, Date of Original | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| West Palm Beach Florida K3401 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| Table I | | | | | | | | | | | |
| Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date Code (Instr. 8) | | 3. Acquisition (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 4. Securities | | 5. Amount of Securities Beneficially Owned at | | |
| | | (Month/Day/ | | | | | 6. Amount of Securities Beneficially Owned at | | 7. Nature of Ownership: Direct Indirect Beneficial-Ownership ship | | |
| | | Code V Year) | | Amount (A) or (D) | | Price | | End of Month (Instr. 3 and 4) | | (Instr. 4) (I) (Instr. 4) | |

| | | | | | | | | | |
|------------------------------------|----------|---|--|-------|---|---------|-----------|----|-----------|
| | | | | | | | | 4) | |
| Common Stock * | 01/21/03 | S | | 1,000 | D | \$2.990 | | I | By Wishco |
| Common Stock * | 01/22/03 | S | | 1,000 | D | \$2.928 | | I | By Wishco |
| | | | | | | | 8,508,305 | | |
| | | | | | | | | | |
| | | | | | | | | | |
| *Sale in accordance with the Plan. | | | | | | | | | |
| | | | | | | | | | |

FORM 4 (continued)

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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired or Disposed of (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. Priority of Derivative Securities (Instr. 5) | 9. Beneficial Owner at End of | 10. Other |
|---|--|---|-----------------------------------|--|---|--|--|-------------------------------|--------------|
| | | | Code | V | (A) (D) Exercisable | tion Date | Title | Shares | M (Instr. 4) |
| | | | | | | | | | |
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| | | | | | | | | | | /s/ E. Paul Rubino, Attorney-in-Fact | | | |
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| | | | | | | | | | | **Signature of Reporting Person | | | |
|--|--|--|--|--|--|--|--|--|--|------------------------------------|--|--|--|

**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 provided 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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