Northfield Bancorp, Inc. Form 4/A January 06, 2017

## FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

\_X\_ Director

if no longer subject to Section 16. Form 4 or

Check this box

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

2. Issuer Name and Ticker or Trading

Northfield Bancorp, Inc. [NFBK]

3. Date of Earliest Transaction

(Month/Day/Year)

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Last)

(Print or Type Responses)

Alexander John Wade

1. Name and Address of Reporting Person \*

(First)

(Middle)

581 MAIN	STREET, SUITE 8	,	2016				X Officer (give tit low) Chairr	tleOther below) man & CEO	
	(Street)	4. If Am	endment, D	ate Origina	1	6.	Individual or Join	t/Group Filing	g(Check
		Filed(Mo	nth/Day/Yea	r)			oplicable Line)		
WOODDD	DOE MARGOS	12/20/2	/2016 _X				X_ Form filed by One Reporting Person Form filed by More than One Reporting		
WOODBRI	DGE, NJ 07095					Pe	rson	e man one rep	orung
(City)	(State) (Z	Zip) Tab	le I - Non-l	Derivative	Secur	ities Acquir	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	• •	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (4 and :	` '	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/16/2016		M	70,571	A	\$ 7.085	505,946 (1)	D	
Common Stock	12/16/2016		F	25,368	D	\$ 19.71	480,578	D	
Common Stock	12/16/2016		M	15,232	A	\$ 13.13	495,810	D	
Common Stock	12/16/2016		F	10,147	D	\$ 19.71	485,663	D	
Commonn Stock	12/16/2016		S	1,999	D	\$ 19.8286	38,036	I	By IRA

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Commonn Stock	12/16/2016	S	9,553	D	\$ 19.8147	28,483	I	By IRA
Commonn Stock	12/19/2016	S	9,304	D	\$ 19.611	19,179	I	By IRA
Commonn Stock	12/19/2016	S	19,179	D	\$ 19.5095	0	I	By IRA
Common Stock	12/16/2016	S	15,128	D	\$ 19.8227	41,787	I	By Spouse's IRA
Common Stock	12/19/2016	S	10,260	D	\$ 19.6185	31,527	I	By Spouse's IRA
Common Stock	12/19/2016	S	31,527	D	\$ 19.5446	0	I	By Spouse's IRA
Common Stock	12/16/2016	S	1,858	D	\$ 19.8204	0	I	By Spouse's IRA 2
Common Stock	12/16/2016	S	6,453	D	\$ 19.8043	0	I	By Spouse's IRA 3
Common Stock	12/16/2016	S	3,629	D	\$ 19.8043	13,135	I	By Spouse's IRA 4
Common Stock	12/19/2016	S	8,190	D	\$ 19.6124	4,945	I	By Spouse's IRA 4
Common Stock	12/19/2016	S	4,945	D	\$ 19.5054	0	I	By Spouse's IRA 4
Common Stock						27,359.3515	I	By ESOP

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or D (D)	uired (A) visposed of tr. 3, 4, 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 7.085	12/16/2016		M		70,571	01/30/2010	01/30/2019	Common Stock	70,571
Stock Options	\$ 13.13	12/16/2016		M		15,232	06/11/2015	06/11/2024	Common Stock	15,232
Stock Options	\$ 14.76						05/27/2016	05/27/2025	Common Stock	225,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Alexander John Wade 581 MAIN STREET, SUITE 810 WOODBRIDGE, NJ 07095	X		Chairman & CEO				

# **Signatures**

Steven M. Klein, pursuant to Power of Attorney

01/06/2017 Date

\*\*Signature of Reporting Person

## **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) Mr. Alexander's shares no longer include shares held by two adult children who no longer reside in his household.

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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