

RHINE DIANE F
Form 4/A
February 11, 2019

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 *
RHINE DIANE F

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)
02/05/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

RED BANK, NJ 07701

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/06/2019

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 (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 (A) or (D)	Price	
Common Stock	02/05/2019		M		2,363	A \$ 12.28	36,372 ⁽¹⁾ D
Common Stock	02/05/2019		F		1,194 ⁽²⁾	D \$ 24.32	35,178 ⁽¹⁾ D

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

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

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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 (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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 12.28	02/05/2019		M	2,363	02/18/2010 02/18/2019	Common Stock	2,363
Stock Option (right to buy)	\$ 10					02/17/2011 02/17/2020	Common Stock	3,310
Stock Option (right to buy)	\$ 13.87					02/18/2012 02/18/2021	Common Stock	3,500
Stock Option (right to buy)	\$ 14.62					02/15/2014 02/15/2023	Common Stock	3,500
Stock Option (right to buy)	\$ 13.83					02/15/2013 02/15/2022	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RHINE DIANE F 110 WEST FRONT STREET RED BANK, NJ 07701	X			

Signatures

/s/ Steven J. Tsimbinos, Power of
Attorney

02/11/2019

__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) Total includes shares of restricted Common stock that have not yet vested.

(2) This form is being filed to correct the number of shares that were withheld to cover the option exercise cost on February 5, 2019.

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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