

Maher Christopher
Form 4
March 04, 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 *
Maher Christopher

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

Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/28/2019 | | A | | 6,450 | A | \$ 0 | 116,518 | D <u>(1)</u> |
| Common Stock | 02/28/2019 | | A | | 24,605 | A | \$ 0 | 141,123 | D <u>(2)</u> |
| Common Stock | 03/01/2019 | | D | | 3,041 | D | \$ 0 | 138,082 | D <u>(3)</u> |
| Common Stock | | | | | | | | 8,407 | I |
| Common Stock | | | | | | | | 2,156 | I |
| | | | | | | | | | By 401(k) Plan <u>(4)</u> |
| | | | | | | | | | By ESOP <u>(4)</u> |

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

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(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 Number Shares |
| Common Stock | \$ 25.2 | 02/28/2019 | | A | | 109,060 | | 03/01/2020 | 03/01/2029 | Common Stock | 109,060 |
| Stock Option (right to buy) | \$ 14.55 | | | | | | | 06/17/2014 | 06/17/2023 | Common Stock | 4,500 |
| Stock Option (right to buy) | \$ 17.75 | | | | | | | 03/01/2015 | 03/19/2024 | Common Stock | 12,000 |
| Stock Option (right to buy) | \$ 17.37 | | | | | | | 03/01/2016 | 03/18/2025 | Common Stock | 29,770 |
| Stock Option (right to buy) | \$ 17.28 | | | | | | | 03/01/2017 | 03/16/2026 | Common Stock | 59,670 |
| Stock Option (right to buy) | \$ 29.01 | | | | | | | 03/01/2018 | 03/15/2027 | Common Stock | 73,400 |
| Stock Option (right to buy) | \$ 27.4 | | | | | | | 03/01/2019 | 01/24/2028 | Common Stock | 25,270 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maher Christopher 110 WEST FRONT STREET RED BANK, NJ 07701 | X | | Chairman, President and CEO | |

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.

Shares vest in five equal annual 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 restricted shares that vest in the future.
- (2) 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.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (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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