

Northfield Bancorp, Inc.  
Form 4  
December 20, 2016

**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 \*  
Alexander John Wade

2. Issuer Name and Ticker or Trading Symbol  
Northfield Bancorp, Inc. [NFBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
581 MAIN STREET, SUITE 810  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

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

WOODBIDGE, NJ 07095

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/16/2016		M		70,571 A \$ 7.085	505,946 <sup>(1)</sup>	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
Common 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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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
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			
	Director	10% Owner	Officer	Other
Alexander John Wade 581 MAIN STREET, SUITE 810 WOODBIDGE, NJ 07095	X		Chairman & CEO	

## Signatures

Steven M. Klein, pursuant to Power of Attorney  
12/20/2016  
\*\*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) 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.  
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