

Dondzila Catherine M
 Form 4
 April 02, 2019

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 *
 Dondzila Catherine M

2. Issuer Name and Ticker or Trading Symbol
 OCWEN FINANCIAL CORP
 [OCN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1661 WORTHINGTON ROAD,
 SUITE 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/29/2019

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 SVP & Chief Accounting Officer

WEST PALM BEACH, FL 33409

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

(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	03/29/2019		M		12,000	A	50,827		D
Common Stock	03/29/2019		F		3,418	D	\$ 1.82	47,409	D
Common Stock	03/29/2019		M		11,875	A	59,284		D
Common Stock	03/29/2019		F		3,382	D	\$ 1.82	55,902	D

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 or Number of Shares
Restricted Stock Units	(1)	03/29/2019		M		(3) (4)	Common Stock 12,000
Restricted Stock Units	(1)	03/29/2019		M		(5) (4)	Common Stock 11,875
Restricted Stock Units	(6)	03/29/2019		A	53,250	(7) (7)	Common Stock 53,250
Restricted Stock Units	(6)	03/29/2019		A	29,746	(8) (8)	Common Stock 29,746
Restricted Stock Units	(6)	03/29/2019		A	29,745	(9) (9)	Common Stock 29,745

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dondzila Catherine M
1661 WORTHINGTON ROAD, SUITE 100
WEST PALM BEACH, FL 33409

SVP & Chief Accounting Officer

Signatures

/s/ Michael J. Stanton, Attorney-in-Fact for Catherine M. Dondzila

04/02/2019

__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) Each Restricted Stock Unit represents a contingent right to receive one share of OCN common stock.
- (2) Shares withheld pursuant to terms of the award to cover tax withholding obligations.
- (3) On March 29, 2016, the reporting person was granted 36,000 restricted stock units scheduled to vest in three annual installments of 12,000, 12,000 and 12,000, respectively, commencing March 29, 2017, subject to the reporting person's continued employment.
- (4) The Restricted Stock Units have no expiration date.

(5) On March 29, 2016, the reporting person was granted 47,500 performance-based restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The grant provided that if, on or before the fourth anniversary of the transaction date of March 29, 2016, the average of the closing prices per share of OCN Common Stock for a period of twenty consecutive trading days, plus the amount of any dividends paid on a share of OCN Common Stock on or before the last day of that period, equaled or exceeded \$4.78, the restricted stock units would vest in four annual installments on the first, second, third and fourth anniversaries of March 29, 2016. This performance-based condition was satisfied on November 30, 2016. As a result, this award is scheduled to vest in four annual installments of 11,875, 11,875, 11,875 and 11,875 commencing March 29, 2017, subject to the reporting person's continued employment.

- (6) Each Restricted Stock Unit represents a contingent right to receive a cash payment equal to the closing price of one share of OCN common stock on the applicable vesting date.

(7) On March 29, 2019, the reporting person was granted 53,250 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The target number of units subject to the award is reported above. On each of the first, second and third anniversaries of grant, between 0% and 200% of one-third of the target number of units will be eligible to vest based on the extent to which a pre-established cumulative absolute total shareholder return level is met.

(8) On March 29, 2019, the reporting person was granted 29,746 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The target number of units subject to the award is reported above. Between 0% and 200% of the target number of units will be eligible to vest on March 29, 2022 based on the extent to which a pre-established absolute total shareholder return level is met.

- (9) On March 29, 2019, the reporting person was granted 29,745 restricted stock units scheduled to vest in three approximately equal annual installments on the first, second and third anniversaries of grant.

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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