

GARBARINO JOHN R  
Form 4  
February 17, 2012

**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 \*  
GARBARINO JOHN R

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)  
975 HOOPER AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2012

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

TOMS RIVER, NJ 08754

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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					353,515	D	<u>(1)</u>
Common Stock					105,418	I	By 401(k) <u>(2)</u>
Common Stock					63,547	I	By Esop <u>(2)</u>
Common Stock					494	I	By Matching ESOP <u>(2)</u> <u>(3)</u>
Common Stock					14,445	I	By Spouse

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Common Stock	2,204	I	Son 1 Trust
Common Stock	9,584	I	Son 2 Trust

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 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
Stock Option (Right to Buy)	\$ 13.83	02/15/2012		A		90,000		02/15/2013	02/15/2022	Common Stock	90,000
Stock Option (Right to Buy)	\$ 17.88							02/20/2003	02/20/2012	Common Stock	120,000
Stock Option (Right to Buy)	\$ 23.44							05/30/2004	05/30/2013	Common Stock	90,000
Stock Option (Right to Buy)	\$ 22.525							05/28/2005	05/28/2014	Common Stock	90,000
Stock Option (Right to Buy)	\$ 23.07							01/19/2006	01/19/2015	Common Stock	3,430
Stock Option (Right to Buy)	\$ 20.795							04/20/2006	04/20/2015	Common Stock	3,806

Buy) Stock Option (Right to Buy)	\$ 23.475	02/15/2007	02/15/2016	Common Stock	63,000
Stock Option (Right to Buy)	\$ 22.17	02/21/2008	02/21/2017	Common Stock	60,750
Stock Option (Right to Buy)	\$ 16.81	02/20/2009	02/20/2018	Common Stock	63,788
Stock Option (Right to Buy)	\$ 10	02/17/2011	02/17/2020	Common Stock	89,305
Stock Option (Right to Buy)	\$ 13.87	02/18/2012	02/18/2021	Common Stock	90,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARBARINO JOHN R 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X		Chairman and CEO	

## Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 02/17/2012

         \*\*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 stock to vest in the future.
  - (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
  - (3) Represents shares acquired under the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan established as part of a spin-off from the OceanFirst Employee Stock Ownership Plan effective December 27, 2006.
  - (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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