WISH BARRY N Form 4

May 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

may continue. See Instruction

1(b).

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 *

WISH BARRY N

2. Issuer Name and Ticker or Trading

Symbol

OCWEN FINANCIAL CORP

[OCN]

3. Date of Earliest Transaction

(Month/Day/Year) 04/29/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

1675 PALM BEACH LAKES

(First)

(Street)

(State)

(Middle)

(Zip)

BLVD

(City)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WEST PALM BEACH, FL 33401

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1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. 4. Securities Acquired te, if Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)	(Monui/Day/Tear)	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
(Instr. 3)		(Month/Day/Year)	(Instr. 8)	(msu. 5,	· and	3)	Owned	Indirect (I)	Ownership
		` ,	·				Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/29/2005		S	1,000	D	\$ 7.156	7,724,601	I	By Wishco
Common Stock	05/02/2005		S	1,000	D	\$ 7.281	7,723,601	I	By Wishco

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or E (Instr. 3) Pric Der		or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve es d		Underly Securiti	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

WISH BARRY N 1675 PALM BEACH LAKES BLVD X WEST PALM BEACH, FL 33401

Signatures

/s/ Paul A. Koches, 05/03/2005 Attorney-in-Fact

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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