#### Edgar Filing: FITZPATRICK MICHAEL J - Form 4

#### FITZPATRICK MICHAEL J

Form 4

February 22, 2008

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to

Washington, D.C. 20549

January 31, Expires: 2005

Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

Common

Common

Common

Stock

Stock

Stock

1. Name and Address of Reporting Person * FITZPATRICK MICHAEL J			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) (N	,	3. Date of Earliest Transaction				% Owner her (specify		
975 HOOPER AVENUE			n/Day/Year) /2008		_X_ Officer (give title Other (specify below)  Executive Vice President & CFO				
(Street)			nendment, Date Origi	nal	6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)				Applicable Line)					
TOMS RIVER, NJ 08754					_X_ 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	2. Transaction Date	e 2A. Deemed	3. 4. Sec	urities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date,	if TransactionAcqui	red (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code Dispo	sed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Ye	r) (Instr. 8) (Instr.	3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
			Code V Amou	(A) or nt (D) Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	02/20/2008		A 1,000	,	2,303	I	By Award		

86,575

47,111

4,339

D

Ι

I

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

By Esop (3)

Matching

ESOP (4) (5)

By

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	e (A) ed of	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)	\$ 16.81	02/20/2008		A	21,263		02/20/2009	02/20/2018	Common Stock	21,263
Stock Option (Right to Buy)	\$ 23.44						05/30/2004	05/30/2013	Common Stock	33,000
Stock Option (Right to Buy)	\$ 9.607						02/04/1998	02/04/2007	Common Stock	0
Stock Option (Right to Buy)	\$ 17.88						02/20/2003	02/20/2012	Common Stock	45,000
Stock Option (Right to Buy)	\$ 23.07						01/19/2006	01/19/2015	Common Stock	1,320
Stock Option (Right to Buy)	\$ 22.525						05/28/2005	05/28/2014	Common Stock	30,000
Stock Option (Right to Buy)	\$ 23.475						02/15/2007	02/15/2016	Common Stock	30,000

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Stock Option (Right to Buy)	\$ 20.795	04/20/2006	04/20/2015	Common Stock	1,464
Stock Option (Right to Buy)	\$ 22.17	02/21/2008	02/21/2017	Common Stock	20,250

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FITZPATRICK MICHAEL J 975 HOOPER AVENUE TOMS RIVER, NJ 08754

Executive Vice President & CFO

## **Signatures**

/s/ John K. Kelly, Power of Attorney 02/22/2008

\*\*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 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest at a rate of 20% per year beginning March 1, 2009.
- (2) Options awarded under the OceanFirst Financial Corp. 2000 Stock Option Plan, vest in five equal annual installments beginning on February 20, 2009.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (4) 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
- (5) This form reflects increases in beneficial ownership resulting from exempt acquisitions under the ESOP pursuant to Rule 16b-3(c).

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