

Oritani Financial Corp
 Form 4
 September 17, 2013

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 *
 Guinan Thomas

2. Issuer Name and Ticker or Trading Symbol
 Oritani Financial Corp [ORIT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 370 PASCACK ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/13/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CLO

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

TOWNSHIP OF
 WASHINGTON, NJ 07676

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	09/13/2013		M		69,795	A	\$ 10.4333	278,392 ⁽¹⁾	D
Common Stock	09/13/2013		S		24,358	D	\$ 15.5	254,034 ⁽¹⁾	D
Common Stock	09/13/2013		S		4,900	D	\$ 15.5001	249,134 ⁽¹⁾	D
Common Stock	09/13/2013		S		2,300	D	\$ 15.5002	246,834 ⁽¹⁾	D
Common Stock	09/13/2013		S		3,100	D	\$ 15.5008	243,734 ⁽¹⁾	D

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Common Stock	09/13/2013	S	400	D	\$ 15.5013	243,334 <u>(1)</u>	D
Common Stock	09/13/2013	S	800	D	\$ 15.5038	242,534 <u>(1)</u>	D
Common Stock	09/13/2013	S	3,678	D	\$ 15.505	238,856 <u>(1)</u>	D
Common Stock	09/13/2013	S	200	D	\$ 15.5063	238,656 <u>(1)</u>	D
Common Stock	09/13/2013	S	155	D	\$ 15.5065	238,501 <u>(1)</u>	D
Common Stock	09/13/2013	S	200	D	\$ 15.5075	238,301 <u>(1)</u>	D
Common Stock	09/13/2013	S	300	D	\$ 15.5095	238,001 <u>(1)</u>	D
Common Stock	09/13/2013	S	4,541	D	\$ 15.51	233,460 <u>(1)</u>	D
Common Stock	09/13/2013	S	1,845	D	\$ 15.515	231,615 <u>(1)</u>	D
Common Stock	09/13/2013	S	300	D	\$ 15.5175	231,315 <u>(1)</u>	D
Common Stock	09/13/2013	S	300	D	\$ 15.5177	231,015 <u>(1)</u>	D
Common Stock	09/13/2013	S	2,500	D	\$ 15.52	228,515 <u>(1)</u>	D
Common Stock	09/13/2013	S	300	D	\$ 15.525	228,215 <u>(1)</u>	D
Common Stock	09/13/2013	S	2,523	D	\$ 15.53	225,692 <u>(1)</u>	D
Common Stock	09/13/2013	S	3,000	D	\$ 15.54	222,692 <u>(1)</u>	D
Common Stock	09/13/2013	S	100	D	\$ 15.5425	222,592 <u>(1)</u>	D
Common Stock	09/13/2013	S	300	D	\$ 15.545	222,292 <u>(1)</u>	D
Common Stock	09/13/2013	S	1,900	D	\$ 15.55	220,392 <u>(1)</u>	D
Common Stock	09/13/2013	S	1,200	D	\$ 15.5548	219,192 <u>(1)</u>	D
Common Stock	09/13/2013	S	100	D	\$ 15.555	219,092 <u>(1)</u>	D
	09/13/2013	S	100	D	\$ 15.56	218,992 <u>(1)</u>	D

Common Stock								
Common Stock	09/13/2013		S	600	D	\$ 15.57	218,392 ⁽¹⁾	D
Common Stock							10,960	I By 401(k)
Common Stock							5,654	I By IRA
Common Stock							27,755 ⁽³⁾	I By ESOP

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

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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 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 Options	\$ 10.4333	09/13/2013		M	69,795	05/05/2009 05/05/2018	Common Stock 69,795
Stock Options	\$ 11.95					08/18/2012 08/18/2021	Common Stock 455,000 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guinan Thomas 370 PASCACK ROAD TOWNSHIP OF WASHINGTON, NJ 07676			EVP and CLO	

Signatures

/s/ Marc Levy, pursuant to power of
attorney

09/17/2013

__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) Includes shares of restricted stock which vest at a rate of 20% per year commencing on August 18, 2012.
 - (2) Stock options vest at a rate of 20% per year commencing on August 18, 2012.
 - (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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