

Oritani Financial Corp
 Form 4
 March 15, 2016

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 *
 DeBernardi Michael A

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

TOWNSHIP OF
 WASHINGTON, NJ 07676

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	03/11/2016		M			84,057	A	\$ 10.43	369,318 ⁽¹⁾	D
Common Stock	03/11/2016		S			100	D	\$ 16.94	369,218 ⁽¹⁾	D
Common Stock	03/11/2016		S			300	D	\$ 16.96	368,918 ⁽¹⁾	D
Common Stock	03/11/2016		S			200	D	\$ 16.97	368,718 ⁽¹⁾	D
Common Stock	03/11/2016		S			500	D	\$ 16.98	368,218 ⁽¹⁾	D

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Common Stock	03/11/2016	S	700	D	\$ 16.99	367,518 <u>(1)</u>	D
Common Stock	03/11/2016	S	25,909	D	\$ 17	341,609 <u>(1)</u>	D
Common Stock	03/11/2016	S	1,400	D	\$ 17.0001	340,209 <u>(1)</u>	D
Common Stock	03/11/2016	S	13,083	D	\$ 17.01	327,126 <u>(1)</u>	D
Common Stock	03/11/2016	S	7,958	D	\$ 17.02	319,168 <u>(1)</u>	D
Common Stock	03/11/2016	S	993	D	\$ 17.03	318,175 <u>(1)</u>	D
Common Stock	03/11/2016	S	2,016	D	\$ 17.04	316,159 <u>(1)</u>	D
Common Stock	03/11/2016	S	9,670	D	\$ 17.05	306,489 <u>(1)</u>	D
Common Stock	03/11/2016	S	3,100	D	\$ 17.06	303,389 <u>(1)</u>	D
Common Stock	03/11/2016	S	1,400	D	\$ 17.07	301,989 <u>(1)</u>	D
Common Stock	03/11/2016	S	940	D	\$ 17.08	301,049 <u>(1)</u>	D
Common Stock	03/11/2016	S	1,912	D	\$ 17.09	299,137 <u>(1)</u>	D
Common Stock	03/11/2016	S	3,757	D	\$ 17.1	295,380 <u>(1)</u>	D
Common Stock	03/11/2016	S	2,112	D	\$ 17.11	293,268 <u>(1)</u>	D
Common Stock	03/11/2016	S	2,285	D	\$ 17.12	290,983 <u>(1)</u>	D
Common Stock	03/11/2016	S	100	D	\$ 12.125	290,883 <u>(1)</u>	D
Common Stock	03/11/2016	S	1,076	D	\$ 17.13	289,807 <u>(1)</u>	D
Common Stock	03/11/2016	S	500	D	\$ 17.14	289,307 <u>(1)</u>	D
Common Stock	03/11/2016	S	1,635	D	\$ 17.15	287,672 <u>(1)</u>	D
Common Stock	03/11/2016	S	1,110	D	\$ 17.16	286,562 <u>(1)</u>	D
	03/11/2016	S	600	D	\$ 17.17	285,962 <u>(1)</u>	D

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Common
Stock

Common Stock 03/11/2016 S 100 D \$ 17.18 285,862 ⁽¹⁾ D

Common Stock 03/11/2016 S 1 D \$ 17.19 285,861 ⁽¹⁾ D

Common Stock 25,982 ⁽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	\$ 10.43	03/11/2016		M	84,057	05/05/2009 05/05/2018	Common Stock 84,057
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
DeBernardi Michael A 370 PASCACK ROAD TOWNSHIP OF WASHINGTON, NJ 07676	X		EVP and COO	

Signatures

/s/ Marc P. Levy, pursuant to power of attorney
03/15/2016
Date

**Signature of Reporting Person

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.

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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