

Lebel Joseph III
 Form 4
 February 20, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Lebel Joseph III

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)
 02/15/2013

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 1st SVP, CLO, OceanFirst Bank

TOMS RIVER, NJ 08754
 (City) (State) (Zip)

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

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 | 02/15/2013 | | A | | 764 | A | \$ 0 7,474 | D | <u>(1)</u> |
| Common Stock | | | | | | | 6,927 | I | By 401(k) <u>(2)</u> |
| Common Stock | | | | | | | 4,464 | I | By Esop <u>(2)</u> |
| Common Stock | | | | | | | 597 | I | By Matching ESOP <u>(2)</u> |
| Common Stock | | | | | | | 500 | I | By Spouse |

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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) | \$ 14.62 | 02/15/2013 | | A | 11,250 | 02/15/2014 02/15/2023 | Common Stock 11,250 |
| Stock Option (Right to Buy) | \$ 22.74 | | | | | 04/28/2007 04/28/2016 | Common Stock 10,000 |
| Stock Option (Right to Buy) | \$ 20.25 | | | | | 03/02/2008 03/02/2017 | Common Stock 4,500 |
| Stock Option (Right to Buy) | \$ 16.81 | | | | | 02/20/2009 02/20/2018 | Common Stock 7,088 |
| Stock Option (Right to Buy) | \$ 10 | | | | | 02/17/2011 02/17/2020 | Common Stock 9,925 |
| Stock Option (Right to Buy) | \$ 13.87 | | | | | 02/18/2012 02/18/2021 | Common Stock 10,125 |
| Stock Option (Right to Buy) | \$ 13.83 | | | | | 02/15/2013 02/15/2022 | Common Stock 10,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Lebel Joseph III 975 HOOPER AVENUE TOMS RIVER, NJ 08754 | | | | 1st SVP, CLO, OceanFirst Bank |

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 02/19/2013

__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) Restricted shares awarded in five equal annual installments beginning on March 1, 2013. Total includes other unvested restricted stock.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) 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. 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.