GARBARINO JOHN R

Form 4

February 19, 2010

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per 0.5

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GARBARINO JOHN R				2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				OCEAN [OCFC]		INANCIAL CORP				
	(Last)	(First)	(Middle)		Earliest Tra	ansaction	X Director X Officer (gi	109		
975 HOOPER AVENUE			(Month/Day/Year) 02/17/2010			below) below) Chairman, President and CEO				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
TOMS RIVER, NJ 08754							Form filed by Person	1 0		
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.7	Title of	2. Transaction D	ate 2A. Dee	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of	
Se	curity	(Month/Day/Yea	r) Execution	on Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect	
(In	nstr. 3)		any		Code	Disposed of (D)	Beneficially	(D) or	Beneficial	
			(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	

							• •		•
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. SecurionAcquired Disposed (Instr. 3,	(A) o of (D 4 and)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/17/2010		A	5,450	A	\$0	355,906	D (1)	
Common Stock							55,191	I	By Esop (2)
Common Stock							396	I	By Matching ESOP (2) (3)
Common Stock							14,445	I	By Spouse
Common Stock							2,204	I	Son 1 Trust

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Common Stock	9,584	I	Son 2 Trust
Common Stock	92,871	I	By 401(k)

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

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SEC 1474 (9-02)

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of corDerivative 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)	\$ 10	02/17/2010		A	89,305	02/17/2011	02/17/2020	Common Stock	89,305
Stock Option (Right to Buy)	\$ 17.88					02/20/2003	02/20/2012	Common Stock	120,000
Stock Option (Right to Buy)	\$ 23.44					05/30/2004	05/30/2013	Common Stock	90,000
Stock Option (Right to Buy)	\$ 22.525					05/28/2005	05/28/2014	Common Stock	90,000
Stock Option (Right to Buy)	\$ 23.07					01/19/2006	01/19/2015	Common Stock	3,430
Stock Option (Right to	\$ 20.795					04/20/2006	04/20/2015	Common Stock	3,806

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Buy)					
Stock Option (Right to Buy)	\$ 23.475	02/15/2007	02/15/2016	Common Stock	63,000
Stock Option (Right to Buy)	\$ 22.17	02/21/2008	02/21/2017	Common Stock	60,750
Stock Option (Right to Buy)	\$ 16.81	02/20/2009	02/20/2018	Common Stock	63,788

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
reporting o where there is a real constant of	Director	10% Owner	Officer	Other		
GARBARINO JOHN R 975 HOOPER AVENUE TOMS RIVER, NJ 08754	X		Chairman, President and CEO			

Signatures

/s/ John K. Kelly, Power of Attorney 02/19/2010

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 on February 17, 2010 under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on March 1, 2011.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).

Date

- (3) 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.
- Options awarded under the OceanFirst Financial Corp. 2006 Stock Incentive Plan vest in five equal annual installments beginning on February 17, 2011.

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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