

Ryan Patrick Louis
Form 4
August 02, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Ryan Patrick Louis

2. Issuer Name and Ticker or Trading Symbol
Northfield Bancorp, Inc. [NFBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
581 MAIN STREET, SUITE 810

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2017

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

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

WOODBIDGE, NJ 07095

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Commom Stock | 08/01/2017 | | A | V Amount (1) 19,500 | (A) or (D) Price \$ 16.94 | 43,364 | D |
| Commom Stock | 08/01/2017 | | J(2) | 27,608 | D \$ 0 | 0 | I By Trust 2 |
| Commom Stock | 08/01/2017 | | J(3) | 7,608 | A \$ 0 | 48,259 | I By Trust 4 |
| Commom Stock | | | | | | 135,000 | I By Trust 1 |
| Commom Stock | | | | | | 48,259 | I By Trust 4 |
| | | | | | | 7,000 | I |

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| | | | | | | |
|--------------|--|--------|--|---|--|-----------|
| Common Stock | | | | | | By Spouse |
| Common Stock | | 40,000 | | I | | By IRA 2 |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options | \$ 16.94 | 08/01/2017 | | A | 15,744 (4) | 05/27/2018 | 08/01/2027 | Common Stock | 15,744 |
| Stock Options | \$ 16.94 | 08/01/2017 | | A | 30,000 (5) | 06/11/2018 | 08/01/2027 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ryan Patrick Louis 581 MAIN STREET, SUITE 810 WOODBIDGE, NJ 07095 | | X | | |

Signatures

/s/ M. Eileen Bergin, pursuant to Power of Attorney

08/02/2017

**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)

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Represents shares of restricted stock that vest at a rate of 2,500 shares per year on May 27, 2018, May 27, 2019, and May 27, 2020; and vest at a rate of 6,000 shares per year on June 11, 2018, and June 11, 2019.

- (2) Trust 2 expired, pursuant to its terms, and the holdings were distributed with 7,608 shares transferred to Trust 4 and 20,000 shares transferred to a non-reportable party.
- (3) Trust 2 expired, pursuant to its terms, with 7,608 shares transferred to Trust 4.
- (4) Represents options that vest at a rate of 6,400 shares on May 27, 2018, and May 27, 2019, and 2,944 shares that vest on May 27, 2020.
- (5) Represents options that vest at a rate of 15,000 options on June 11, 2018, and 15,000 options on June 11, 2019.

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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