

Doherty Kenneth J
 Form 4
 May 14, 2018

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 *
 Doherty Kenneth J

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Lending Officer

(Street)
 WOODBRIDGE, NJ 07095

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/10/2018 | | S | | 2,449 (1) | D | \$ 16.1858 (2) 198,742 |
| Common Stock | 05/11/2018 | | S | | 10,000 (1) | D | \$ 15.9574 (3) 188,742 |
| Common Stock | 05/14/2018 | | M | | 45,000 | A | \$ 7.085 233,742 |
| Common Stock | 05/14/2018 | | F | | 20,205 | D | \$ 15.78 213,537 |
| | 05/14/2018 | | S | | | D | 206,137 |

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| | | | | |
|--------------|---------------------|------------------------------------|---|-----------|
| Common Stock | 7,400 <u>(1)</u> | \$ <u>15.8731</u> <u>(4)</u> | | |
| Common Stock | | 24,974.9074 | I | By ESOP |
| Common Stock | | 44,692.398 <u>(5)</u> | I | By 401(k) |
| Common Stock | | 3,368.237 | I | By Spouse |

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

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(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 Options | \$ 7.085 | 05/14/2018 | | M | 45,000 | 01/30/2010 01/30/2019 | Common Stock 45,000 |
| Stock Options | \$ 13.13 | | | | | 06/11/2015 06/11/2024 | Common Stock 207,000 |
| Stock Options | \$ 14.67 | | | | | 05/27/2016 05/27/2025 | Common Stock 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Doherty Kenneth J 581 MAIN STREET, SUITE 810 WOODBRIIDGE, NJ 07095 | | | EVP & Chief Lending Officer | |

Signatures

Steven M. Klein, pursuant to Power of
Attorney

05/14/2018

__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) Represents shares sold by the Reporting Person to satisfy tax obligations in connection with an exercise of stock appreciation rights.
The price reported in column 4 is a weighted average price. The shares were sold at prices ranging from \$16.16 to \$16.20, inclusive. The reporting person undertakes to provide to Northfield Bancorp, Inc., any security holder of Northfield Bancorp, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- (2) The price reported in column 4 is a weighted average price. The shares were sold at prices ranging from \$15.92 to \$16.00, inclusive. The reporting person undertakes to provide to Northfield Bancorp, Inc., any security holder of Northfield Bancorp, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- (3) The price reported in column 4 is a weighted average price. The shares were sold at prices ranging from \$15.86 to \$15.93, inclusive. The reporting person undertakes to provide to Northfield Bancorp, Inc., any security holder of Northfield Bancorp, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- (4) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (5)

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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