OCWEN FINANCIAL CORP

Form 4

December 09, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ERBEY WILLIAM C

2. Issuer Name and Ticker or Trading

Symbol

OCWEN FINANCIAL CORP

5. Relationship of Reporting Person(s) to Issuer

[OCN]

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

Director Officer (give title below)

_X__ 10% Owner __ Other (specify

P.O. BOX 25437

12/07/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CHRISTIANSTED, ST. CROIX, VI 00824

(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) o	r	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	(D) or	Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock							69,805	D	
Common Stock							7,849,704	I	By Munus, L.P.
Common Stock							1,000,000	I	By Salt Pond Holdings, LLC
Common Stock (1)	12/07/2016		X	5,000	D	\$ 2.5	9,014,852	I	By Tribue Limited Partnership

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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)

D

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	(Month/Day/Year) ive es ed		7. Title and A Underlying S (Instr. 3 and	Securities 1
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Options (obligation to sell) (1)	\$ 2.5	12/07/2016		X	50	04/29/2016	01/20/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ERBEY WILLIAM C					
P.O. BOX 25437		X			
CHRISTIANSTED, ST. CROIX, VI 00824					

Signatures

/s/ William C.

Erbey 12/09/2016

**Signature of Date 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) On December 7, 2016, call options previously written by Tribue Limited Partnership ("Tribue") were exercised.

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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