

OCWEN FINANCIAL CORP
Form 4
January 20, 2017

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 *
ERBEY WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
OCWEN FINANCIAL CORP
[OCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 25437

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2017

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

CHRISTIANSTED, ST.
CROIX, VI 00824

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)
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⁾	01/18/2017		X	51,500 D	\$ 2.5 8,962,352	I	By Tribue Limited Partnership

Common Stock ⁽¹⁾	01/18/2017	X	12,800	D	\$ 3.5	8,949,552	I	By Tribue Limited Partnership
Common Stock ⁽¹⁾	01/18/2017	X	400	D	\$ 4	8,949,152	I	By Tribue Limited Partnership

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Amount or Number of Shares
Call Options (obligation to sell) ⁽¹⁾	\$ 2.5	01/18/2017		X	515	04/29/2016 01/20/2017	Common Stock	51,500
Call Options (obligation to sell) ⁽¹⁾	\$ 3.5	01/18/2017		X	128	04/29/2016 01/20/2017	Common Stock	12,800
Call Options (obligation to sell) ⁽¹⁾	\$ 4	01/18/2017		X	4	04/29/2016 01/20/2017	Common Stock	400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

ERBEY WILLIAM C
P.O. BOX 25437
CHRISTIANSTED, ST. CROIX, VI 00824

Signatures

/s/ William C. Erbeby	01/20/2017
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 January 18, 2017, call options previously written by Tribue Limited Partnership 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.
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