Rodriguez Mari Evelyn Form 4 April 29, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

burden hours per response...

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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).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rodriguez Mari Evelyn

2. Issuer Name and Ticker or Trading

Symbol

ORIENTAL FINANCIAL GROUP

INC [OFG]

3. Date of Earliest Transaction

(Month/Day/Year) 04/28/2009

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) below) SVP & Strategic Marketing Head

B-3 CALLE ARGENTINA, URB. **GARDENVILLE**

(State)

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

GUAYNABO, PR 00966

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(e.g., puts, calls, warrants, options, convertible securities)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying Securities

(9-02)

Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	r)	(Instr. 3 and	4)
				Code V	(Α) (Σ	D) Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Units (1)	<u>(2)</u>	04/28/2009		A	1,638	<u>(3)</u>	<u>(4)</u>	Common Stock	1,638
Qualified Stock Option (1)	\$ 8.28	04/28/2009		A	546	04/28/2012(6)	04/28/2019	Common Stock	546

Reporting Owners

Poparting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Rodriguez Mari Evelyn B-3 CALLE ARGENTINA URB. GARDENVILLE GUAYNABO, PR 00966

SVP & Strategic Marketing Head

Signatures

/s/ Mari E. 04/29/2009 Rodriguez

**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) Awarded pursuant to the Amended and Restated Oriental Financial Group Inc. 2007 Omnibus Performance Incentive Plan.
- (2) Not applicable. The Grantee is expected to receive the underlying shares of common stock at the end of the Restricted Period.
- (3) Subject to the provisions of the Plan, the Restricted Period shall lapse in its entirety on the third anniversary of the date of this Award.
- (4) See prior footnote.
- (5) Not applicable.
- (6) Will become exercisable at the rate of 25% per year commencing on the third anniversary of the award date.

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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