

Northfield Bancorp, Inc.
Form 4
June 13, 2014

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 *
Alexander John Wade

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

WOODBIDGE, NJ 07095

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or (D) Price | | |
| Common Stock | 06/11/2014 | | A | | 155,000 (1) \$ 13.13 | A | |
| Common Stock | | | | | 389,173 | D | |
| Common Stock | | | | | 56,915 | I | By Spouse's IRA |
| Common Stock | | | | | 40,035 | I | By IRA |
| Common Stock | | | | | 1,858 | I | By Spouse's IRA 2 |
| | | | | | 16,764 | I | |

| | | | | | | |
|--------------|-------|---|--|--|--|------------------------------------|
| Common Stock | | | | | | By Spouse's IRA 4 |
| Common Stock | 6,453 | I | | | | By Spouse's IRA 3 |
| Common Stock | 8,787 | I | | | | By Spouse as Custodian for Child 1 |
| Common Stock | 8,787 | I | | | | By Spouse as Custodian for Child 2 |

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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Options | \$ 13.13 | 06/11/2014 | | A | 400,000 (2) | 06/11/2015 | 06/11/2024 | Common Stock | 400,000 |
| Stock Options | \$ 7.09 | | | | | 01/30/2010 | 01/30/2019 | Common Stock | 590,970 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Alexander John Wade 581 MAIN STREET, SUITE 810 WOODBIDGE, NJ 07095 | X | | Chairman and CEO | |

Signatures

/s/ Steven M. Klein, pursuant to Power of
Attorney

06/13/2014

__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 of restricted stock that vest at a rate of 20% per year commencing on June 11, 2015.

(2) Represents stock options that vest at a rate of 20% per year commencing on June 11, 2015.

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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