

Doherty Kenneth J
 Form 4
 May 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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
 (Street)

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

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

WOODBIDGE, NJ 07095

(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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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 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 WOODBIDGE, 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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