

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

Bowen John R

CIK: **1409451**

Type: **4** | Act: **34** | File No.: **001-35791** | Film No.: **13552926**

Mailing Address

*1410 ST. GEORGES AVENUE
AVENEL NJ 07001*

ISSUER

Northfield Bancorp, Inc.

CIK: **1493225** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6035** Savings institution, federally chartered

Mailing Address

*581 MAIN STREET
SUITE 810
WOODBIDGE NJ 07095*

Business Address

*581 MAIN STREET
SUITE 810
WOODBIDGE NJ 07095
(732) 499-7200*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
|---|------------|
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Bowen John R | | | 2. Issuer Name and Ticker or Trading Symbol Northfield Bancorp, Inc. [NFBK] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013 | | | | |
| 581 MAIN STREET, SUITE 810 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) 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 | 01/24/2013 | | <u>A</u> ⁽¹⁾ | | 23,358 | A | \$ 0 | 23,358 | D | |
| Common Stock | 01/24/2013 | | <u>A</u> ⁽¹⁾ | | 5,152 | A | \$ 0 | 5,152 | I | By Spouse |
| Common Stock | 01/24/2013 | | <u>A</u> | | 500 | A | \$10 | 5,652 | I | By Spouse |
| Common Stock | 01/24/2013 | | <u>A</u> ⁽¹⁾ | | 7,950 | A | \$ 0 | 7,950 | I | By IRA |
| Common Stock | 01/24/2013 | | <u>A</u> ⁽¹⁾ | | 7,751.9308 | A | \$ 0 | 7,751.9308 | I | By 401(k) |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Options | \$7.09 ⁽²⁾ | 01/24/2013 | | <u>A</u> ⁽²⁾ | | 97,220 | | 01/30/2010 | 01/30/2019 | Common Stock | 97,220 ⁽³⁾ | \$ 0 | 97,220 ⁽³⁾ | D | |

Explanation of Responses:

1. Pursuant to the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, each share of Northfield Bancorp, Inc. (Federal corporation) was exchanged for 1.4029 shares of common stock of Northfield Bancorp, Inc. (Delaware corporation).

2. Pursuant to the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, each option to purchase shares of common stock of Northfield Bancorp, Inc. (Federal corporation) was converted into an option to purchase shares of common stock of Northfield Bancorp, Inc. (Delaware corporation) by multiplying the number of shares subject to each option by the 1.4029 exchange ratio. The exercise price per share of each converted option was determined by dividing the exercise price of the option by the 1.4029 exchange ratio. All such converted options continue to vest based on their original terms.
3. Options to purchase shares of common stock vest at a rate of 20% per year commencing on January 30, 2010.

Signatures

/s/ Edward Q. Quint, pursuant to power of attorney

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.