

OCWEN FINANCIAL CORP
Form 4
August 06, 2015

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 *
Devaney John

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2015

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

240 CRANDON BOULEVARD, SUITE 167

(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 Person

KEY BISCAWAYNE, FL 33149

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/04/2015		S	3,000	D	\$ 7.97 (1)	12,349,620 I (2) See footnote (2)
Common Stock	08/04/2015		S	5,000	D	\$ 8 (1)	12,344,620 I (2) See footnote (2)
Common Stock	08/04/2015		S	5,000	D	\$ 7.99 (1)	12,339,620 I (2) See footnote (2)
Common Stock	08/04/2015		S	7,000	D	\$ 7.99	12,332,620 I (2) See footnote (2)

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Common Stock	08/04/2015	S	4,000	D	<u>(1)</u> \$ 7.98	12,328,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	5,000	D	<u>(1)</u> \$ 7.97	12,323,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	7,000	D	<u>(1)</u> \$ 7.96	12,316,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	7,000	D	<u>(1)</u> \$ 7.97	12,309,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	7,000	D	<u>(1)</u> \$ 7.96	12,302,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	7,000	D	<u>(1)</u> \$ 7.96	12,295,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	8,000	D	<u>(1)</u> \$ 7.96	12,287,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	8,000	D	<u>(1)</u> \$ 7.95	12,279,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	9,000	D	<u>(1)</u> \$ 7.94	12,270,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	2,000	D	<u>(1)</u> \$ 7.94	12,268,620	I <u>(3)</u>	See footnote <u>(3)</u>
Common Stock	08/04/2015	S	1,000	D	<u>(1)</u> \$ 7.95	12,267,620	I <u>(3)</u>	See footnote <u>(3)</u>
Common Stock	08/04/2015	S	3,000	D	<u>(1)</u> \$ 7.93	12,264,620	I <u>(3)</u>	See footnote <u>(3)</u>
Common Stock	08/04/2015	S	7,000	D	<u>(1)</u> \$ 8 7.99	12,257,620	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015	S	7,000	D	<u>(1)</u> \$ 7.99	12,250,620	I <u>(2)</u>	See footnote <u>(2)</u>
	08/04/2015	S	609	D		12,250,011	I <u>(2)</u>	

Common Stock					\$ 7.98 <u>(1)</u>				See footnote <u>(2)</u>
Common Stock	08/04/2015		S	2,800	D	\$ 7.95 <u>(1)</u>	12,247,211	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015		S	3,900	D	\$ 7.94 <u>(1)</u>	12,243,311	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	08/04/2015		S	4,300	D	\$ 7.93 <u>(1)</u>	12,239,011	I <u>(2)</u>	See footnote <u>(2)</u>

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Devaney John 240 CRANDON BOULEVARD SUITE 167 KEY BISCAWAYNE, FL 33149			X	

Signatures

/s/ D. John
Devaney

08/06/2015

__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) The price provided in this column represents the average price per share of the transaction.

The reported securities are owned indirectly by D. John Devaney ("Devaney"). Devaney controls United Real Estate Ventures, Inc. ("UREVI"), the entity that sold the shares of the issuer's common stock in the reported transactions. Prior to the transactions reported on

- (2) this Form 4, Devaney directly, through personal accounts and retirement accounts, and indirectly, through United Aviation Holdings, Inc. ("UAHI"), United Capital Markets, Inc. ("UCMI"), United Capital Markets Holdings, Inc. ("UCMHI"), and UREVI, all entities controlled by Devaney, beneficially owned 12,352,620 shares of the issuer's common stock through a combination of non-derivative securities and derivative securities of the issuer.

The reported securities are owned indirectly by Devaney. Devaney controls UCMI, the entity that sold the shares of the issuer's common stock in the reported transactions. Prior to the transactions reported on this Form 4, Devaney directly, through personal accounts and

- (3) retirement accounts, and indirectly, through UAHI, UCMI, UCMHI, and UREVI, all entities controlled by Devaney, beneficially owned 12,352,620 shares of the issuer's common stock through a combination of non-derivative securities and derivative securities of the issuer.

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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