

Northfield Bancorp, Inc.
Form 4
December 20, 2016

FORM 4

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

OMB APPROVAL

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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)
12/16/2016

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 & 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 (A) or (D) Price		
Common Stock	12/16/2016		M		70,571 A \$ 7.085	505,946 ⁽¹⁾	D
Common Stock	12/16/2016		F		25,368 D \$ 19.71	480,578	D
Common Stock	12/16/2016		M		15,232 A \$ 13.13	495,810	D
Common Stock	12/16/2016		F		10,147 D \$ 19.71	485,663	D
Common Stock	12/16/2016		S		1,999 D \$ 19.8286	38,036	I By IRA

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Commonn Stock	12/16/2016	S	9,553	D	\$ 19.8147	28,483	I	By IRA
Commonn Stock	12/19/2016	S	9,304	D	\$ 19.611	19,179	I	By IRA
Commonn Stock	12/19/2016	S	19,179	D	\$ 19.5095	0	I	By IRA
Common Stock	12/16/2016	S	15,128	D	\$ 19.8227	41,787	I	By Spouse's IRA
Common Stock	12/19/2016	S	10,260	D	\$ 19.6185	31,527	I	By Spouse's IRA
Common Stock	12/19/2016	S	31,527	D	\$ 19.5446	0	I	By Spouse's IRA
Common Stock	12/16/2016	S	1,858	D	\$ 19.8204	0	I	By Spouse's IRA 2
Common Stock	12/16/2016	S	6,453	D	\$ 19.8043	0	I	By Spouse's IRA 3
Common Stock	12/16/2016	S	3,629	D	\$ 19.8043	13,135	I	By Spouse's IRA 4
Common Stock	12/19/2016	S	8,190	D	\$ 19.6124	4,945	I	By Spouse's IRA 4
Common Stock	12/19/2016	S	4,945	D	\$ 19.5054	0	I	By Spouse's IRA 4
Common Stock						27,359.3515	I	By ESOP

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options	\$ 7.085	12/16/2016	M				70,571		01/30/2010	01/30/2019	Common Stock	70,571
Stock Options	\$ 13.13	12/16/2016	M				15,232		06/11/2015	06/11/2024	Common Stock	15,232
Stock Options	\$ 14.76								05/27/2016	05/27/2025	Common Stock	225,000

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 & CEO	

Signatures

Steven M. Klein, pursuant to Power of Attorney
 12/20/2016
 __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) Mr. Alexander's shares no longer include shares held by two adult children who no longer reside in his household.

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