## Edgar Filing: ERBEY WILLIAM C - Form 4

EDDEN WILLIAM C

Form 4											
April 07, 20	)09										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED	STATES			AND EXCI 1, D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check t if no loi	loer									January 31, 2005	
subject Section Form 4	CHANGES IN BENEFICIAL OWNE SECURITIES						Estimated burden ho response.	l average ours per			
Form 5 obligati may con <i>See</i> Inst 1(b).	ntinue. Section 170	(a) of the l	Public U	Jtility Ho		any A	Act of	e Act of 1934, 1935 or Sectio 0	n		
(Print or Type	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol OCWEN FINANCIAL CORP					5. Relationship of Reporting Person(s) to Issuer			
			[OCN]					(Check all applicable)			
(M			(Month/	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2009				X DirectorX 10% Owner X Officer (give title Other (specify below) Chairman & CEO			
				mendment, Date Original /lonth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
								Person			
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative Se	curitie	es Acqu	iired, Disposed of	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	onor Disposed o (Instr. 3, 4 an	of (D) d 5) (A) or		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)	
Common Stock	04/03/2009			Code V D	Amount 1,000,000 (1)	(D) D	Price \$11		I	By FF Plaza Limited Partnership	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: ERBEY WILLIAM C - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
ERBEY WILLIAM C 1661 WORTHINGTON ROAD SUITE 100 WEST PALM BEACH, FL 33409	Х	х	Chairman & CEO					
Signatures								
/s/ Teresa L. Denoncourt, Attorney-in-Fact	04/07/2009							
**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) Shares sold to issuer @ \$11.00 per share pursuant to Stock Repurchase Agreement dated April 3, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.