Edgar Filing: ERBEY WILLIAM C - Form 4

ERBEY WIL Form 4	LIAM C										
April 13, 200									OMB	APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934 Public Utility Holding Company Act of 1935 or Sect of the Investment Company Act of 1940						Estimate burden h response	Estimated average burden hours per response 0.5			
1(b).	, ,										
ERBEY WILLIAM C Sym			Symbol	OCWEN FINANCIAL CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3.] (M			3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/09/2009				X DirectorX 10% Owner X Officer (give title Other (specify below) below) Chairman & CEO			
(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 						
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any		3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) of of (D 4 and (A) or)) 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)	
Common Stock	04/09/2009			Code V F	2,558 (<u>1</u>)	(D) D	Price \$ 8.9	12,329,943	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)

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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

Reporting Owner Name / Address	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		04/13/2009						
**Signature of Reporting Person		Date						
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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 forfeited to cover tax withholding on third and final vesting of 2006 restricted stock award.

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.