

FARIS RONALD M  
Form 4  
March 18, 2009

**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 \*  
FARIS RONALD M

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)  
1661 WORTHINGTON ROAD, SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/16/2009

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

WEST PALM BEACH, FL 33409

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock                    | 03/16/2009                           |  | P                              |   |   | 30,184 | A   | \$ 6.25  | 206,550                           | D          |       |
| Common Stock                    | 03/16/2009                           |  | P                              |   |   | 61,927 | A   | \$ 4.0862  | 268,477                           | D          |       |
| Common Stock                    | 03/16/2009                           |  | P                              |   |   | 30,482 | A   | \$ 7.4   | 298,959                           | D          |       |
| Common Stock                    | 03/16/2009                           |  | S                              |   |   | 20,000 | D   | \$ 9.958   | 278,959                           | D          |       |
| Common Stock                    | 03/17/2009                           |  | S                              |   |   | 80,000 | D   | \$ 10  | 198,959                           | D          |       |

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Common Stock 03/18/2009 S 22,593 D \$ 10.2176 176,366 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Common Stock                               | \$ 6.25  | 03/16/2009                           |  | M                              | 30,184  | 01/31/2003 01/31/2010                                    | Common Stock 30,184   |
| Common Stock                               | \$ 4.0862  | 03/16/2009                           |  | M                              | 61,927  | 01/31/2003 01/31/2011                                    | Common Stock 61,927   |
| Common Stock                               | \$ 7.4   | 03/16/2009                           |  | M                              | 30,482  | 01/31/2005 01/31/2011                                    | Common Stock 30,482   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| FARIS RONALD M<br>1661 WORTHINGTON ROAD<br>SUITE 100<br>WEST PALM BEACH, FL 33409 | X             |           | President |       |

## Signatures

/s/ Teresa L. Denoncourt,  
Attorney-in-Fact  
03/18/2009  
Date

\*\*Signature of Reporting Person

## 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).

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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