

Doherty Kenneth J  
 Form 4  
 January 28, 2013

**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 \*  
 Doherty Kenneth J

(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)  
 01/24/2013

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)  
 EVP and Chief Lending Officer

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	01/24/2013		A <sup>(1)</sup>		107,769	A	\$ 0 107,769	D
Common Stock	01/24/2013		A <sup>(1)</sup>		3,343	A	\$ 0 3,343	I By Spouse
Common Stock	01/24/2013		A <sup>(1)</sup>		2,173	A	\$ 0 2,173	I By Child 1
Common Stock	01/24/2013		A <sup>(1)</sup>		1,381	A	\$ 0 1,381	I By Child 2
Common Stock	01/24/2013		A <sup>(1)</sup>		34,914.7683	A	\$ 0 34,914.7683	I By 401(k)



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Inc. (Delaware corporation) by multiplying the number of shares subject to each option by the 1.4029 exchange ratio. The exercise price per share of each converted option was determined by dividing the exercise price of the option by the 1.4029 exchange ratio. All such converted options continue to vest based on their original terms.

(3) Options to purchase shares of common stock vest at a rate of 20% per year commencing on January 30, 2010.

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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