#### OCWEN FINANCIAL CORP

Form 4 July 13, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

> 10% Owner Other (specify

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* WISH BARRY N

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

OCWEN FINANCIAL CORP

[OCN]

3. Date of Earliest Transaction

(Month/Day/Year) 07/11/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

1661 WORTHINGTON ROAD, SUITE 100

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WEST PALM BEACH, FL 33409

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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	07/11/2005		S	1,000	D	\$ 7.677	7,673,701	I	By Wishco
Common Stock	07/12/2005		S	1,000	D	\$ 7.77	7,672,701	I	By Wishco

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	or Title Numbe			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director WISH BARRY N X

1661 WORTHINGTON ROAD SUITE 100 WEST PALM BEACH, FL 33409

# **Signatures**

/s/ Paul A. Koches, 07/13/2005 Attorney-in-Fact

\*\*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. 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. ed Stock Unit represents a contingent right to receive one share of Class A common stock of Lazard Ltd.(3)Of the 1,998 Restricted Stock Units acquired, 846 vest on March 3, 2014, 756 vest on March 2, 2015 and 395 vest on March 1, 2016.(4) Amount excludes 306,597 shares of Class A common stock and 42,400 Performance-based Restricted Stock Units beneficially owned

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