

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to  
Section 16. Form 4 or Form 5  
obligations may continue. See  
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STEIN KEVIN</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>OCWEN FINANCIAL CORP</u> [ <u>OCN</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
(Last) (First) (Middle) <u>1661 WORTHINGTON ROAD, SUITE 100</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>08/16/2019</u>	
(Street) <u>WEST PALM BEACH FL 33409</u> (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	08/16/2019		P		30,000	A	\$1.53	30,000	I	By trust
Common Stock <sup>(2)</sup>								74,278	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
ABC Company Common Stock Warrants	Convertible at \$10.00 per share	01/15/2023		A		100		06/15/2024	01/15/2025	ABC Company Common Stock Warrants	100 shares	\$12.50	100	D	Nature of Indirect Beneficial Ownership
XYZ Corp Preferred Stock	Not convertible	03/01/2022		B		50		03/01/2023	03/01/2023	XYZ Corp Preferred Stock	50 shares	\$15.00	50	I	Nature of Indirect Beneficial Ownership
PQR Inc Call Options	Exercise price \$20.00	07/01/2023		C		25		07/01/2024	07/01/2025	PQR Inc Call Options	25 contracts	\$18.00	25	D	Nature of Indirect Beneficial Ownership
RST Ltd Put Options	Exercise price \$15.00	09/01/2023		D		10		09/01/2024	09/01/2025	RST Ltd Put Options	10 contracts	\$16.00	10	D	Nature of Indirect Beneficial Ownership

**Explanation of Responses:**

1. These securities are held by the Kevin Stein Rev Living Trust U/A 4/30/19 of which Kevin and Robin Stein are the trustees.

2. Includes 62,500 restricted stock units representing a contingent right to receive one share of OCN common stock (RSUs). The RSUs will vest, and the underlying shares of common stock will be delivered, on May 30, 2020, subject to certain conditions relating to the reporting person's service as a director of the issuer.

/s/ Michael J. Stanton.

Attorney-in-Fact for Kevin Stein

08/19/2019

\*\* Signature of Reporting Person      Date

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

\* 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.

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 Number.