

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of report
(Date of earliest event reported): March 7, 2005

OCWEN FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction
of incorporation)

1-13219

(Commission
File Number)

65-0039856

(I.R.S. Employer
Identification No.)

The Forum, Suite 1000
1675 Palm Beach Lakes Boulevard, West Palm Beach, Florida

(Address of principal executive office)

33401

(Zip Code)

Registrant's telephone number, including area code: (561) 682-8000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 Entry into a Material Definitive Agreement

On March 7, 2005, the Board of Directors of the Company adopted a Deferral Plan for Directors (the "Plan") effective May 17, 2005 to provide the Directors with the opportunity to defer the receipt of all or a portion of their stock-based compensation. The Plan permits each Director to make an annual election to defer the receipt of all or any portion of his or her stock based compensation for the following year. The compensation will be paid to the Director in a single lump sum payment as of the date previously specified by the Director in the respective deferral election. At least 30 days prior to payment under the Plan, the Director must elect whether to receive such payment in the form of cash or shares of the Company's common stock. The Plan will first be available to the Directors for the service year beginning in May 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

OCWEN FINANCIAL CORPORATION

(Registrant)

By: /s/ WILLIAM C. ERBEY

William C. Erbey,
Chief Executive Officer

Date: March 9, 2005