

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Devaney John</u>  (Last) (First) (Middle) <u>240 CRANDON BOULEVARD</u> <u>SUITE 167</u>  (Street) <u>KEY</u> <u>FL</u> <u>33149</u> <u>BISCAYNE</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCWEN FINANCIAL CORP [ OCN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2017</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	04/20/2017		S		11,900	D	\$4.12 <sup>(1)</sup>	12,402,476	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/20/2017		S		28,061 <sup>(5)</sup>	D	\$4.12 <sup>(1)</sup>	12,374,415	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/20/2017		P		50,000 <sup>(5)</sup>	A	\$4.06 <sup>(1)</sup>	12,424,415	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/20/2017		S		23,300	D	\$4.02 <sup>(1)</sup>	12,401,115	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/20/2017		S		106,694 <sup>(5)</sup>	D	\$4 <sup>(1)</sup>	12,294,421	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/20/2017		S		212,907 <sup>(5)</sup>	D	\$3.66 <sup>(1)</sup>	12,081,514	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/20/2017		P		150,000 <sup>(5)</sup>	A	\$3.57 <sup>(1)</sup>	12,231,514	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/20/2017		P		171,016 <sup>(5)</sup>	A	\$3.22 <sup>(1)</sup>	12,402,530	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/20/2017		S		2,345,393 <sup>(5)</sup>	D	\$2.47 <sup>(1)</sup>	10,057,137	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/20/2017		P		2,669,193 <sup>(5)</sup>	A	\$2.59 <sup>(1)</sup>	12,726,330	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/21/2017		S		500,000	D	\$2.65 <sup>(1)</sup>	12,226,330	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/21/2017		S		175,000 <sup>(5)</sup>	D	\$2.65 <sup>(1)</sup>	12,051,330	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/21/2017		P		350,000 <sup>(5)</sup>	A	\$2.47 <sup>(1)</sup>	12,401,330	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/21/2017		P		368,000 <sup>(5)</sup>	A	\$2.54 <sup>(1)</sup>	12,769,330	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/21/2017		S		340,000	D	\$2.61 <sup>(1)</sup>	12,429,330	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/21/2017		S		410,000	D	\$2.61 <sup>(1)</sup>	12,019,330	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/21/2017		P		378,505 <sup>(5)</sup>	A	\$2.69 <sup>(1)</sup>	12,397,835	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>

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	04/21/2017		P		165,220 <sup>(5)</sup>	A	\$2.59 <sup>(1)</sup>	12,563,055	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>
Common Stock	04/21/2017		S		50,000	D	\$2.37 <sup>(1)</sup>	12,513,055	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/21/2017		S		125,518	D	\$2.39 <sup>(1)</sup>	12,387,537	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/21/2017		S		900,000 <sup>(5)</sup>	D	\$2.41 <sup>(1)</sup>	11,487,537	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/21/2017		S		574,482 <sup>(5)</sup>	D	\$2.41 <sup>(1)</sup>	10,913,055	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/21/2017		X		1,188,000 <sup>(5)</sup>	A	\$3.5 <sup>(1)</sup>	12,101,055	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/21/2017		X		153,100 <sup>(5)</sup>	A	\$3.5 <sup>(1)</sup>	12,254,155	I <sup>(2)</sup>	See Footnote <sup>(3)</sup>
Common Stock	04/21/2017		X		929,600 <sup>(5)</sup>	A	\$3 <sup>(1)</sup>	13,183,755	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>
Common Stock	04/21/2017		S		810,000	D	\$2.26 <sup>(1)</sup>	12,373,755	I <sup>(2)</sup>	See Footnote <sup>(4)</sup>

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				

Explanation of Responses:

- The price reported for this transaction is the weighted average price of multiple acquisition trades at prices ranging from \$2.22 to \$4.06 and disposition trades at prices ranging from \$2.20 to 4.13. Mr. Devaney hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The reported securities are owned indirectly by D. John Devaney ("Devaney"). Devaney controls United Real Estate Ventures, Inc. ("UREVI"), the entity that purchased or sold the shares of the issuer's common stock in the reported transactions. Prior to the transactions reported on this Form 4, Devaney directly, through personal accounts and retirement accounts, and indirectly, through United Aviation Holdings, Inc. ("UAHI"), United Capital Markets, Inc. ("UCMI"), United Capital Markets Holdings, Inc. ("UCMHI"), and UREVI, all entities controlled by Devaney, beneficially owned 12,414,376 shares of the issuer's common stock.
- The reported securities are owned indirectly by Devaney. Devaney controls UCMI, the entity that purchased or sold the shares of the issuer's common stock in the reported transactions. Prior to the transactions reported on this Form 4, Devaney directly, through personal accounts and retirement accounts, and indirectly, through UAHI, UCMI, UCMHI, and UREVI, all entities controlled by Devaney, beneficially owned 12,414,376 shares of the issuer's common stock.
- The reported securities are owned directly by Devaney, who purchased or sold the shares of the issuer's common stock in the reported transactions. Prior to the transactions reported on this Form 4, Devaney directly, through personal accounts and retirement accounts, and indirectly, through UAHI, UCMI, UCMHI, and UREVI, all entities controlled by Devaney, beneficially owned 12,414,376 shares of the issuer's common stock.
- Transaction occurred at a time when Mr. Devaney's beneficial ownership was under 10% of the outstanding class of common stock.

/s/ D. John Devaney 04/25/2017

\*\* 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.

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