

PROVIDENT FINANCIAL SERVICES INC
 Form 4
 February 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
MARTIN CHRISTOPHER P

2. Issuer Name and Ticker or Trading Symbol
PROVIDENT FINANCIAL SERVICES INC [PFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
239 WASHINGTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

JERSEY CITY, NJ 07302
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					244,187	D	
Common Stock					116,457	I	By 401(k) Plan
Common Stock					17,785	I	By Deferred Fee Plan
Common Stock					6,905	I	By ESOP

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 10.4	02/03/2012		A	3,718 <u>(1)</u>	02/03/2012 02/03/2019	Common Stock	3,718 <u>(1)</u>
Stock Options	\$ 14.88					02/03/2013 02/03/2022	Common Stock	25,000 <u>(6)</u>
Stock Options	\$ 14.5					02/24/2012 02/24/2021	Common Stock	50,000 <u>(5)</u>
Stock Options	\$ 10.4					02/03/2010 02/03/2019	Common Stock	16,600 <u>(2)</u>
Stock Options	\$ 12.54					01/29/2009 01/29/2018	Common Stock	13,020 <u>(3)</u>
Stock Options	\$ 17.94					01/29/2008 01/29/2017	Common Stock	27,267 <u>(4)</u>
Stock Options	\$ 18.48					03/23/2007 03/23/2016	Common Stock	40,000 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN CHRISTOPHER P 239 WASHINGTON STREET JERSEY CITY, NJ 07302	X		Chairman, President and CEO	

Signatures

/s/ Leonard Gleason, Pursuant to Power of
Attorney

02/08/2012

__Signature of Reporting Person

Date

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).

- (1) Performance stock options granted on February 3, 2009 which vested on February 3, 2012 based on meeting certain performance criteria.
- (2) Stock options vest at a rate of 20% per year over a period ending February 3, 2014.
- (3) Stock options vest at a rate of 20% per year over a period ending January 29, 2013.
- (4) Stock options have fully vested.
- (5) Stock options vest at a rate of 20% per year over a period ending February 24, 2016.
- (6) Stock options vest at a rate of 20% per year over a period ending February 3, 2017.

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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