

PROVIDENT FINANCIAL SERVICES INC

Form 4

February 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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)
02/19/2015

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

JERSEY CITY, NJ 07302

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

(City) (State) (Zip)

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	02/19/2015		F	2,843 D \$ 18.34	292,116	D	
Common Stock					130,814 ⁽¹⁾	I	By 401(k) Plan
Common Stock					17,785	I	By Deferred Fee Plan
Common Stock					10,542 ⁽¹⁾	I	By ESOP

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 18.34	02/19/2015		A	69,561	02/19/2016 02/19/2025	Common Stock 69,561 (2)
Stock Options	\$ 19.1					03/04/2014 03/04/2024	Common Stock 14,622 (3)
Stock Options	\$ 16.38					02/19/2015 02/19/2024	Common Stock 35,000 (4)
Stock Options	\$ 10.34					03/04/2013 03/04/2023	Common Stock 64,433 (5)
Stock Options	\$ 10.4					02/03/2012 02/03/2019	Common Stock 3,718 (5)
Stock Options	\$ 10.4					02/03/2010 02/03/2019	Common Stock 16,600 (5)
Stock Options	\$ 12.54					01/29/2009 01/29/2018	Common Stock 13,020 (5)
Stock Options	\$ 17.94					01/29/2008 01/29/2017	Common Stock 27,267 (5)
Stock Options	\$ 18.48					03/23/2007 03/23/2016	Common Stock 40,000 (5)
Stock Options	\$ 14.5					02/24/2012 02/24/2021	Common Stock 50,000 (6)
Stock Options	\$ 15.23					02/19/2014 02/19/2023	Common Stock 35,000 (7)
Stock Options	\$ 14.88					02/03/2013 02/03/2022	Common Stock 25,000 (8)

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/ John F. Kuntz, Pursuant to Power of Attorney

02/23/2015

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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Stock options vest at a rate of 33.3% per year over a period ending February 19, 2018.
- (3) Performance stock options granted on February 3, 2011 which vested on March 4, 2014 based on meeting certain performance criteria.
- (4) Stock options vest at a rate of 20% per year over a period ending February 19, 2019.
- (5) Stock options have fully vested.
- (6) Stock options vest at a rate of 20% per year over a period ending February 24, 2016.
- (7) Stock options vest at a rate of 20% per year over a period ending February 19, 2018.
- (8) 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. 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.