

PROVIDENT FINANCIAL SERVICES INC
Form SC 13G/A
February 07, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

Provident Financial Services, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

74386T 10 5

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

The Provident Bank
Employee Stock Ownership Plan Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) _____
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization

New Jersey

Number of Shares 5 Sole Voting Power
Beneficially Owned by
Each Reporting Person 4,291,070
With:

6 Shared Voting Power
474,099

7 Sole Dispositive Power
4,765,169

8 Shared Dispositive Power
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,765,169

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10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row 9

6.9% of 68,661,800 shares of Common Stock outstanding as of
December 31, 2005.

12 Type of Reporting Person (See Instructions)

EP
=====

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Item 1

(a) Name of Issuer

Provident Financial Services, Inc.

(b) Address of Issuer's Principal Executive Offices

830 Bergen Avenue
Jersey City, New Jersey 07306-4599

Item 2

(a) Name of Person Filing

The Provident Bank
Employee Stock Ownership Plan Trust
Trustee: GreatBanc Trust Company

(b) Address of Principal Business Office

45 Rockefeller Plaza, Suite 2055
New York, New York 10111-2000

(c) Citizenship or Place of Organization

New Jersey

(d) Title of Class of Securities

Common Stock, par value \$.01 per share

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b)

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or 240.13d-2(b), or (c), check whether the person filing is a:

(f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 4,765,169.
- (b) Percent of class: 6.9%.
- (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote: 4,291,070.
- (ii) Shared power to vote or to direct the vote: 474,099.
- (iii) Sole power to dispose or to direct the disposition of: 4,765,169.
- (iv) Shared power to dispose or to direct the disposition of 0.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

The reporting person is an employee benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2006

THE PROVIDENT BANK
EMPLOYEE STOCK
OWNERSHIP PLAN TRUST

By: GreatBanc Trust Company, Trustee

/s/ Stephen J. Hartman, Jr.

Name: Stephen J. Hartman, Jr.
Title: Senior Vice President