

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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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)
02/03/2012

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | 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 (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 (1) | 02/03/2012 02/03/2019 | Common Stock | 3,718 (1) |
| Stock Options | \$ 14.88 | | | | | 02/03/2013 02/03/2022 | Common Stock | 25,000 (6) |
| Stock Options | \$ 14.5 | | | | | 02/24/2012 02/24/2021 | Common Stock | 50,000 (5) |
| Stock Options | \$ 10.4 | | | | | 02/03/2010 02/03/2019 | Common Stock | 16,600 (2) |
| Stock Options | \$ 12.54 | | | | | 01/29/2009 01/29/2018 | Common Stock | 13,020 (3) |
| Stock Options | \$ 17.94 | | | | | 01/29/2008 01/29/2017 | Common Stock | 27,267 (4) |
| Stock Options | \$ 18.48 | | | | | 03/23/2007 03/23/2016 | Common Stock | 40,000 (4) |

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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