

ODONNELL EDWARD
 Form 4
 February 05, 2009

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 *
 O'DONNELL EDWARD

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)
 830 BERGEN AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

JERSEY CITY, NJ 07306
 (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)
Common Stock	02/03/2009		A	(A) 4,808 (5)	\$ 0 74,700	D	
Common Stock					3,000	I	By IRA

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

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SEC 1474 (9-02)

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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. P... Der... Sec... (Ins...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 12.54					01/29/2009	01/29/2018	Common Stock	3,000 ⁽¹⁾		
Stock Options	\$ 17.94					01/29/2008	01/29/2017	Common Stock	2,000 ⁽²⁾		
Stock Options	\$ 18.55					02/22/2007	02/22/2016	Common Stock	2,000 ⁽³⁾		
Stock Options	\$ 18.57					07/17/2004	07/17/2013	Common Stock	160,000 ⁽⁴⁾		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODONNELL EDWARD 830 BERGEN AVENUE JERSEY CITY, NJ 07306	X			

Signatures

/s/ John F. Kuntz, Pursuant to Power of Attorney
 Date: 02/05/2009
 **Signature of Reporting Person

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) Stock options vest at a rate of 20% per year over a period ending January 29, 2013.
- (2) Stock options vest at a rate of 20% per year over a period ending January 29, 2012.
- (3) Stock options vest at a rate of 20% per year over a period ending February 22, 2011.
- (4) Stock options vest at a rate of 20% per year over a period ending July 17, 2008.
- (5) Shares of restricted stock vest on February 3, 2010.

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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