

PROVIDENT FINANCIAL SERVICES INC  
 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 \*  
 Giovinazzi Brian

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)  
 EVP of The Provident Bank

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/03/2009                           |  | A                              | 2,197 (4) A \$ 0  | 34,552  | D  |                                   |
| Common Stock                    | 02/03/2009                           |  | A                              | 3,680 (5) A \$ 0  | 38,202  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,145   | I  | By IRA                            |
| Common Stock                    |                                      |  |                                |   | 536 (1)   | 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  | 02/03/2009                           |  | A                              | 7,110  | 02/03/2010 02/03/2019                                    | Common Stock  | 7,110<br>(2)                  |
| Stock Options                              | \$ 12.54   |                                      |  |                                |  | 01/29/2009 01/29/2018                                    | Common Stock  | 5,370<br>(3)                  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Giovinazzi Brian<br>830 BERGEN AVENUE<br>JERSEY CITY, NJ 07306 |               |           | EVP of The Provident Bank |       |

## Signatures

/s/ John F. Kuntz, Pursuant to Power of Attorney

02/05/2009

\_\_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 transaction 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 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) Shares of restricted stock vest at a rate of 1/3 per year over a period ending February 3, 2012.
- (5) Shares of restricted stock vest at a rate of 20% per year over a period ending February 3, 2014.

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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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