

PROVIDENT FINANCIAL HOLDINGS INC
 Form 4
 June 22, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 BRUNNER-SALTER LILIAN

2. Issuer Name and Ticker or Trading Symbol
 PROVIDENT FINANCIAL HOLDINGS INC [PROV]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3756 CENTRAL AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/20/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & CIO

RIVERSIDE, CA 92506
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$0.01 | 06/20/2011 | | A | 10,000 | A \$ 0 | 70,413 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Option to Purchase Common | \$ 7.43 | 06/20/2011 | | A | 20,000 | 06/20/2013 | 06/20/2021 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUNNER-SALTER LILIAN 3756 CENTRAL AVE. RIVERSIDE, CA 92506 | | | SVP & CIO | |

Signatures

/s/Lilian Salter 06/21/2011

**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) The ownership of 70,413 shares includes the 10,000 share restricted stock award granted on June 20, 2011 from the 2010 Equity Incentive Plan with 5,000 shares vesting on June 20, 2013 and 5,000 shares vesting on June 20, 2015; the 7,000 share restricted stock award granted on August 7, 2008 from the 2006 Equity Incentive Plan vesting over a five-year period in equal installments beginning on February 6, 2008; and, indirect ownership of 23,163 shares in Ms. Salter's Employee Stock Ownership Plan account.

(2) Ms. Salter has been granted 20,000 options to acquire 20,000 shares of common stock under Provident's 2010 Equity Incentive Plan. Fifty percent of the grant vests on June 20, 2013, fifty percent of the grant vests on June 20, 2015, and the entire grant expires in ten years. Previously, Ms. Salter has been granted 9,000 options to acquire 9,000 shares of common stock under Provident's 2006 Equity Incentive Plan, which vests on August 7, 2011 and expires in ten years. Additionally, Ms. Salter was previously granted 26,500 options to acquire 26,500 shares of common stock under Provident's 1996 Stock Option Plan, 2003 Stock Option Plan and 2006 Equity Incentive Plan. The options vest ratably over a five-year period and expire in ten years.

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.