

PROVIDENT FINANCIAL SERVICES INC  
 Form 4  
 February 21, 2013

**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 \*  
**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)  
**02/19/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

**JERSEY CITY, NJ 07302**

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

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2013		A		7,000 <sup>(5)</sup> \$ 0 251,187	D	
Common Stock	02/19/2013		A		3,000 <sup>(6)</sup> \$ 0 254,187	D	
Common Stock					122,257 <sup>(8)</sup>	I	By 401(k) Plan
Common Stock					17,785	I	By Deferred Fee Plan
Common Stock					8,041 <sup>(8)</sup>	I	By ESOP

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

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SEC 1474  
(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 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
Stock Options	\$ 15.23	02/19/2013		A	35,000 (7)	02/19/2014	02/19/2023	Common Stock	35,000 (7)
Stock Options	\$ 10.4					02/03/2012	02/03/2019	Common Stock	3,718 (2)
Stock Options	\$ 14.88					02/03/2013	02/03/2022	Common Stock	25,000 (4)
Stock Options	\$ 14.5					02/24/2012	02/24/2021	Common Stock	50,000 (3)
Stock Options	\$ 10.4					02/03/2010	02/03/2019	Common Stock	16,600 (1)
Stock Options	\$ 12.54					01/29/2009	01/29/2018	Common Stock	13,020 (2)
Stock Options	\$ 17.94					01/29/2008	01/29/2017	Common Stock	27,267 (2)
Stock Options	\$ 18.48					03/23/2007	03/23/2016	Common Stock	40,000 (2)

## 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/ John F. Kuntz, pursuant to power of attorney.

02/21/2013

\_\_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) Stock options vest at a rate of 20% per year over a period ending February 3, 2014.
- (2) Stock options have fully vested.
- (3) Stock options vest at a rate of 20% per year over a period ending February 24, 2016.
- (4) Stock options vest at a rate of 20% per year over a period ending February 3, 2017.
- (5) Shares of restricted stock vest at a rate of 1/3 per year over a period ending February 19, 2016.
- (6) Shares of restricted stock vest on February 19, 2014.
- (7) Stock options vest at a rate of 20% per year over a period ending February 19, 2018.
- (8) Reflects transactions not require to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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.