

PROVIDENT FINANCIAL SERVICES INC
 Form 4
 February 23, 2015

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)
02/19/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/19/2015 | | F | 2,843 D \$ 18.34 | 292,116 | D | |
| Common Stock | | | | | 130,814 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | | | | | 17,785 | I | By Deferred Fee Plan |
| Common Stock | | | | | 10,542 ⁽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 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 | \$ 18.34 | 02/19/2015 | | A | 69,561 | 02/19/2016 02/19/2025 | Common Stock 69,561 (2) |
| Stock Options | \$ 19.1 | | | | | 03/04/2014 03/04/2024 | Common Stock 14,622 (3) |
| Stock Options | \$ 16.38 | | | | | 02/19/2015 02/19/2024 | Common Stock 35,000 (4) |
| Stock Options | \$ 10.34 | | | | | 03/04/2013 03/04/2023 | Common Stock 64,433 (5) |
| Stock Options | \$ 10.4 | | | | | 02/03/2012 02/03/2019 | Common Stock 3,718 (5) |
| Stock Options | \$ 10.4 | | | | | 02/03/2010 02/03/2019 | Common Stock 16,600 (5) |
| Stock Options | \$ 12.54 | | | | | 01/29/2009 01/29/2018 | Common Stock 13,020 (5) |
| Stock Options | \$ 17.94 | | | | | 01/29/2008 01/29/2017 | Common Stock 27,267 (5) |
| Stock Options | \$ 18.48 | | | | | 03/23/2007 03/23/2016 | Common Stock 40,000 (5) |
| Stock Options | \$ 14.5 | | | | | 02/24/2012 02/24/2021 | Common Stock 50,000 (6) |
| Stock Options | \$ 15.23 | | | | | 02/19/2014 02/19/2023 | Common Stock 35,000 (7) |
| Stock Options | \$ 14.88 | | | | | 02/03/2013 02/03/2022 | Common Stock 25,000 (8) |

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

02/23/2015

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 transactions 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 33.3% per year over a period ending February 19, 2018.
- (3) Performance stock options granted on February 3, 2011 which vested on March 4, 2014 based on meeting certain performance criteria.
- (4) Stock options vest at a rate of 20% per year over a period ending February 19, 2019.
- (5) Stock options have fully vested.
- (6) Stock options vest at a rate of 20% per year over a period ending February 24, 2016.
- (7) Stock options vest at a rate of 20% per year over a period ending February 19, 2018.
- (8) 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. 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.