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PROVIDENT FINANCIAL HOLDINGS INC

Form 4

August 11, 2008

FORM 4

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

> 10% Owner Other (specify

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

BARR JOSEPH

(First) (Middle)

3756 CENTRAL AVENUE

(Street)

RIVERSIDE, CA 92506

2. Issuer Name and Ticker or Trading

Symbol

PROVIDENT FINANCIAL HOLDINGS INC [PROV]

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

08/07/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Issuer

Director

Officer (give title

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

X 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

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 8) (Month/Day/Year)

(Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

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

Code V Amount (D) Price

(A)

or

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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)

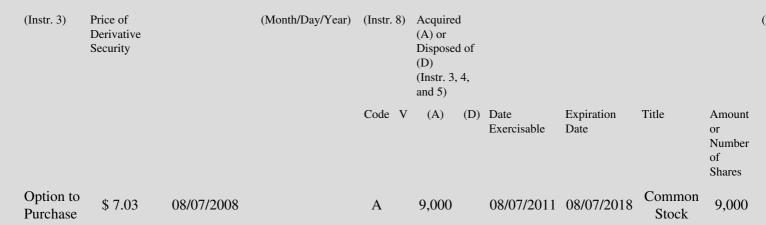
1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARR JOSEPH 3756 CENTRAL AVENUE RIVERSIDE, CA 92506	X			

Signatures

/s/Joseph P. Barr 08/08/2008

**Signature of Date
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).

Mr. Barr has previously been granted 60,800 options to acquire 60,800 shares of Provident's common stock under Provident's 1996 Stock
Option Plan, 2003 Stock Option Plan and 2006 Equity Incentive Plan. Those grants vest ratably over a five-year period and expire in ten years. The activity described in this Form 4 reflects that Mr. Barr has been granted 9,000 options to acquire 9,000 shares of Provident's common stock under Provident's 2006 Equity Incentive Plan. The entire grant vests on August 7, 2011 and expires 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.

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