Pancheri Thomas J Form 4 May 27, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* Pancheri Thomas J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

BofI Holding, Inc. [BOFI]

(Check all applicable)

C/O BOFI HOLDING, INC., 12777

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

\_X\_\_ Director 10% Owner Officer (give title Other (specify below)

HIGH BLUFF DRIVE #100

(State)

05/25/2010

6. Individual or Joint/Group Filing(Check

(Street)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Devineting Committee Assuring Dispersed of an Development

SAN DIEGO, CA 92130

(City)

(Oily)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect		
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial			
		(Month/Day/Year)	(Instr. 8)	nstr. 8)			Owned	(D) or	Ownership		
						Following	Indirect (I)	(Instr. 4)			
			(A)			Reported	(Instr. 4)				
				(A)			Transaction(s)				
			Code V	A	or	Price	(Instr. 3 and 4)				
C			Code V	Amount	(D)	Рпсе			G . 1:		
Common	05/25/2010		P	1,000	Α	\$	145,474	I	Custodian		
Stock	03/23/2010		-	1,000	11	14.73	1.5,171	•	(1)		
Common						\$			Custodian		
Stock	05/25/2010		P	1,000	A	14.69	146,474	I	(2)		
Stock						14.09			(2)		
Common			_					_	Custodian		
Stock	05/25/2010		P	1,000	A	\$ 14.8	147,474	I	(3)		
Stock									<del></del>		

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

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SEC 1474 (9-02)

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#### number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pancheri Thomas J C/O BOFI HOLDING, INC. 12777 HIGH BLUFF DRIVE #100 SAN DIEGO, CA 92130



# **Signatures**

Andrew J. 05/27/2010 Micheletti

\*\*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).
- (1) Thomas J. Pancheri Custodian for Ryan Thomas Pancheri UTMA/CA until age 21.
- (2) Thomas J. Pancheri Custodian for Erik Calvin Pancheri UTMA/CA until age 21.
- (3) Thomas J. Pancheri Custodian for Thomas Joseph Pancheri, Jr. UTMA/CA until age 21.

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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