

PROVIDENT FINANCIAL SERVICES INC  
 Form 4  
 February 05, 2009

**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 \*  
 SHEIN JEFFRIES

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)  
 830 BERGEN AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2009

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

JERSEY CITY, NJ 07306  
 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/03/2009		A		4,808 (4)	A	\$ 0
Common Stock					359,602	D	
Common Stock					23,026	I	By Wife
Common Stock					383,819	I	By Deferred Fee Plan

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

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**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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 12.54					Date Exercisable: 01/29/2009 Expiration Date: 01/29/2018	Common Stock	8,000 <u>(1)</u>
Stock Options	\$ 17.94					Date Exercisable: 01/29/2008 Expiration Date: 01/29/2017	Common Stock	7,000 <u>(2)</u>
Stock Options	\$ 18.55					Date Exercisable: 02/22/2007 Expiration Date: 02/22/2016	Common Stock	7,000 <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEIN JEFFRIES 830 BERGEN AVENUE JERSEY CITY, NJ 07306		X		

## Signatures

/s/ John F. Kuntz, Pursuant to Power of Attorney

02/05/2009

\*\*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 January 29, 2013.

(2) Stock options vest at a rate of 20% per year over a period ending January 29, 2012.

(3) Stock options vest at a rate of 20% per year over a period ending February 22, 2011.

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(4) Shares of restricted stock vest on February 3, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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