

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 *
 LYONS THOMAS M

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)
 FVP & CAO of the Bank

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2009		A	947 ⁽⁷⁾ A \$ 0	9,038	D	
Common Stock	02/03/2009		A	3,172 ⁽⁸⁾ A \$ 0	12,210	D	
Common Stock					2,506 ⁽¹⁾	I	By ESOP
Common Stock					14,303 ⁽¹⁾	I	By 401(k)
Common Stock					2,200	I	By IRA

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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. Amount or Number of Shares
Stock Options	\$ 10.4	02/03/2009		A	2,044	02/03/2010 02/03/2019	Common Stock	2,044 (2)
Stock Options	\$ 12.54					01/29/2009 01/29/2018	Common Stock	1,540 (3)
Stock Options	\$ 17.94					01/29/2008 01/29/2017	Common Stock	11,024 (4)
Stock Options	\$ 18.55					02/22/2007 02/22/2016	Common Stock	10,000 (5)
Stock Options	\$ 18.03					07/21/2006 07/21/2015	Common Stock	10,000 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYONS THOMAS M 830 BERGEN AVENUE JERSEY CITY, NJ 07306			FVP & CAO of the Bank	

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) Reflects transaction 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 20% per year over a period ending February 3, 2014.

(3) Stock options vest at a rate of 20% per year over a period ending January 29, 2013.

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

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

(6) Stock options vest at a rate of 20% per year over a period ending July 21, 2010.

(7) Shares of restricted stock vest at a rate of 1/3 per year over a period ending February 3, 2012.

(8) Shares of restricted stock vest at a rate of 20% per year over a period ending February 3, 2014.

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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