

PROVIDENT FINANCIAL SERVICES INC
 Form 4
 August 30, 2016

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)
08/29/2016

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/29/2016 | | M | V | 27,267 \$ 17.94 | 345,190 | D |
| Common Stock | 08/29/2016 | | S | | 790 \$ 21.33 | 344,400 | D |
| Common Stock | 08/29/2016 | | S | | 3,449 \$ 21.32 | 340,951 | D |
| Common Stock | 08/29/2016 | | S | | 9,591 \$ 21.31 | 331,360 | D |
| Common Stock | 08/29/2016 | | S | | 12,237 \$ 21.3 | 319,123 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------|---|----------------------|
| Common Stock | 08/29/2016 | S | 1,200 | D | \$ 21.29 | 317,923 | D | |
| Common Stock | | | | | | 137,738 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | | | | | | 12,979 ⁽¹⁾ | I | By ESOP |
| Common Stock | | | | | | 17,785 | 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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(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 | \$ 17.94 | 08/29/2016 | | M | 27,267 | 01/29/2008 | 01/29/2017 | Common Stock | 27,267 |
| Stock Options | \$ 18.34 | | | | | 02/19/2016 | 02/19/2025 | Common Stock | 65,972 |
| Stock Options | \$ 12.54 | | | | | 01/29/2009 | 01/29/2018 | Common Stock | 13,020 |
| Stock Options | \$ 16.38 | | | | | 02/19/2015 | 02/19/2024 | Common Stock | 35,000 |
| Stock Options | \$ 14.88 | | | | | 02/03/2013 | 02/03/2022 | Common Stock | 25,000 |
| Stock Options | \$ 10.4 | | | | | 02/03/2010 | 02/03/2019 | Common Stock | 16,600 |
| Stock Options | \$ 10.34 | | | | | 03/04/2013 | 03/04/2023 | Common Stock | 64,433 |
| Stock | \$ 16.38 | | | | | 03/04/2016 | 02/19/2024 | Common | 45,762 |

| Options | | | | Stock | |
|---------------|----------|------------|------------|--------------|--------|
| Stock Options | \$ 10.4 | 02/03/2012 | 02/03/2019 | Common Stock | 3,718 |
| Stock Options | \$ 18.7 | 02/24/2017 | 02/24/2026 | Common Stock | 76,327 |
| Stock Options | \$ 19.1 | 03/04/2014 | 03/04/2024 | Common Stock | 14,622 |
| Stock Options | \$ 15.23 | 02/19/2014 | 02/19/2023 | Common Stock | 35,000 |
| Stock Options | \$ 14.5 | 02/24/2012 | 02/24/2021 | Common Stock | 50,000 |

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/ Leonard G. Gleason, Pursuant to Power of Attorney 08/30/2016

__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 have fully vested.
- (3) Stock options vest at a rate of 33.3% per year.
- (4) Stock options vest at a rate of 20% per year.

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