

PROVIDENT FINANCIAL SERVICES INC  
Form RW  
February 10, 2012

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February 10, 2012

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**VIA EDGAR**

Securities and Exchange Commission

Division of Corporation Finance

100 F Street, N.E.

Washington, D.C. 20549

Attn.: Christian Windsor, Esq.

**Re: Provident Financial Services, Inc. (Registration No. 333-167706)**

**Request for Withdrawal of Amendment No. 1 to the Registration Statement on Form S-3**

Dear Mr. Windsor:

We hereby respectfully request on behalf of our client, Provident Financial Services, Inc., a Delaware corporation (the Registrant), pursuant to Rule 477 under the Securities Act of 1933, the withdrawal of the Registrant's Amendment No. 1 to its Registration Statement on Form S-3, (No. 333-167706), filed with the Securities and Exchange Commission on December 27, 2011. The Amendment No. 1 to the Form S-3 is being withdrawn because it was inadvertently tagged as a pre-effective amendment. No securities were sold or will be sold in connection with the previously filed Amendment No. 1 to the Registration Statement on Form S-3. The Registrant will subsequently file a new Post-Effective Amendment No. 1 to its Registration Statement on Form S-3.

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If the staff has any questions regarding the foregoing, please do not hesitate to contact the undersigned at (202) 274-2009.

Respectfully,

/s/ Marc Levy  
Marc Levy