

PROVIDENT FINANCIAL SERVICES INC
 Form 4
 February 21, 2014

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)
02/19/2014

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/19/2014		A	9,000 (1) A \$ 0	281,321	D	
Common Stock	02/19/2014		A	3,000 (2) A \$ 0	284,321	D	
Common Stock					126,455 (3)	I	By 401(k) Plan
Common Stock					17,785	I	By Deferred Fee Plan
Common Stock					9,292 (3)	I	By ESOP

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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	\$ 16.38	02/19/2014		A	35,000	02/19/2015	02/19/2024	Common Stock	35,000 (4)
Stock Options	\$ 10.34					03/04/2013	03/04/2023	Common Stock	64,433 (5)
Stock Options	\$ 15.23					02/19/2014	02/19/2023	Common Stock	35,000 (6)
Stock Options	\$ 10.4					02/03/2012	02/03/2019	Common Stock	3,718 (5)
Stock Options	\$ 14.88					02/03/2013	02/03/2022	Common Stock	25,000 (7)
Stock Options	\$ 14.5					02/24/2012	02/24/2021	Common Stock	50,000 (8)
Stock Options	\$ 10.4					02/03/2010	02/03/2019	Common Stock	16,600 (5)
Stock Options	\$ 12.54					01/29/2009	01/29/2018	Common Stock	13,020 (5)
Stock Options	\$ 17.94					01/29/2008	01/29/2017	Common Stock	27,267 (5)
Stock Options	\$ 18.48					03/23/2007	03/23/2016	Common Stock	40,000 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARTIN CHRISTOPHER P
239 WASHINGTON STREET X
JERSEY CITY, NJ 07302

Chairman, President and CEO

Signatures

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

02/21/2014

__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) Restricted shares vest at a rate of 33.33% per year over a period ending February 19, 2017.
- (2) Restricted shares vest on February 19, 2015.
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) Stock options vest at a rate of 20% per year over a period ending February 19, 2019.
- (5) Stock options have fully vested.
- (6) Stock options vest at a rate of 20% per year over a period ending February 19, 2018.
- (7) Stock options vest at a rate of 20% per year over a period ending February 3, 2017.
- (8) Stock options vest at a rate of 20% per year over a period ending February 24, 2016.

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.