

PROVIDENT FINANCIAL HOLDINGS INC
Form 4
August 11, 2008

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 *
BLUNDEN CRAIG G

2. Issuer Name and Ticker or Trading Symbol
PROVIDENT FINANCIAL HOLDINGS INC [PROV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3756 CENTRAL AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO, President

RIVERSIDE, CA 92506

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Stock, Par Value \$0.01	08/07/2008		A	22,600	A	\$ 0	331,190 ⁽¹⁾	D

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)

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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
Option to Purchase Common Stock	\$ 7.03	08/07/2008		A	29,000	08/07/2011	08/07/2018	Common Stock	29,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLUNDEN CRAIG G 3756 CENTRAL AVENUE RIVERSIDE, CA 92506	X		Chairman, CEO, President	

Signatures

/s/Craig G. Blunden 08/08/2008

__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).

Direct ownership of 249,246 shares, which includes the 22,600 share restricted stock award granted on August 7, 2008 from the 2006 Equity Incentive Plan that vests on August 7, 2011 and the 15,000 share restricted stock award granted on February 6, 2007 from the (1) 2006 Equity Incentive Plan vesting over a five-year period in equal installments beginning on February 6, 2008; and, indirect ownership of 58,115 shares in Mr. Blunden's 401(K) Plan, 8,007 shares in the 401(K) Plan of Mr. Blunden's spouse and 15,822 shares in Mr. Blunden's Employee Stock Ownership Plan account.

Mr. Blunden has previously been granted 96,000 options to acquire 96,000 shares of Provident's common stock under Provident's 1996 Stock Option Plan, 2003 Stock Option Plan and 2006 Equity Incentive Plan. Those grants vest ratably over a five-year period and expire (2) in ten years. The activity described in this Form 4 reflects that Mr. Blunden has been granted 29,000 options to acquire 29,000 shares of Provident's common stock under Provident's 2006 Equity Incentive Plan. The entire grant vests on August 7, 2011 and expires in ten years.

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.