

Edgar Filing: PROVIDENT FINANCIAL SERVICES INC - Form SC 13G/A

PROVIDENT FINANCIAL SERVICES INC  
Form SC 13G/A  
February 11, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)\*

Provident Financial Services, Inc.  
-----

(Name of Issuer)

Common Stock, \$0.01 par value per share  
-----

(Title of Class of Securities)

74386T 10 5  
-----

(CUSIP Number)

December 31, 2008  
-----

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 5 Pages

CUSIP NO. 74386T 10 5

13G

Page 2 of 5 Pages

=====

Edgar Filing: PROVIDENT FINANCIAL SERVICES INC - Form SC 13G/A

1 Names of Reporting Persons

The Provident Bank  
Employee Stock Ownership Plan Trust

---

2 Check the Appropriate Box if a Member of a Group (see instructions)

(a) \_\_\_\_\_

(b)  \_\_\_\_\_

---

3 SEC Use Only

---

4 Citizenship or Place of Organization

New Jersey

---

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
		3,783,285

---

	6	Shared Voting Power
		903,299

---

	7	Sole Dispositive Power
		4,686,584

---

	8	Shared Dispositive Power
		0

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,686,584

---

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(see instructions)

---

11 Percent of Class Represented by Amount in Row 9

Edgar Filing: PROVIDENT FINANCIAL SERVICES INC - Form SC 13G/A

7.86 % of 59,610,623 shares of Common Stock outstanding as of December 31, 2008.

-----  
12 Type of Reporting Person (see instructions)

EP  
=====

CUSIP NO. 74386T 10 5

13G

Page 3 of 5 Pages

Item 1.

- (a) Name of Issuer  
Provident Financial Services, Inc.
- (b) Address of Issuer's Principal Executive Offices  
830 Bergen Avenue  
Jersey City, New Jersey 07306-4599

Item 2.

- (a) Name of Person Filing  
The Provident Bank  
Employee Stock Ownership Plan Trust  
Trustee: GreatBanc Trust Company
- (b) Address of Principal Business Office  
801 Warrenville Road  
Suite 500  
Lisle, Illinois 60532
- (c) Citizenship or Place of Organization  
New Jersey
- (d) Title of Class of Securities  
Common Stock, par value \$.01 per share
- (e) CUSIP Number  
74386T 10 5

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

(f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b) (1) (ii) (F).

Item 4. Ownership

Edgar Filing: PROVIDENT FINANCIAL SERVICES INC - Form SC 13G/A

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 4,686,584.
- (b) Percent of class: 7.86%.

CUSIP NO. 74386T 10 5

13G

Page 4 of 5 Pages

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 3,783,285.
- (ii) Shared power to vote or to direct the vote: 903,299.
- (iii) Sole power to dispose or to direct the disposition of: 4,686,584.
- (iv) Shared power to dispose or to direct the disposition of 0.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

The reporting person is an employee benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 74386T 10 5

13G

Page 5 of 5 Pages

Edgar Filing: PROVIDENT FINANCIAL SERVICES INC - Form SC 13G/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2009

THE PROVIDENT BANK  
EMPLOYEE STOCK  
OWNERSHIP PLAN TRUST

By: GreatBanc Trust Company, as Trustee

/s/ John S. Marino

-----  
Name: John S. Marino  
Title: Vice President