

PROVIDENCE SERVICE CORP  
 Form 4  
 February 18, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FURMAN FRED D**

2. Issuer Name and Ticker or Trading Symbol  
**PROVIDENCE SERVICE CORP [PRSC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**5524 E. FOURTH STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**General Counsel**

**TUCSON, AZ 85711**  
 (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					
Common Stock	02/18/2005		M	V	5,000	A	\$ 13.44	5,000	D	
Common Stock	02/18/2005		S <sup>(1)</sup>		5,000	D	\$ 21.50	0	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)

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
Employee Stock Options (Right to Buy)	\$ 20.62	02/16/2005		A	25,000	(2) 02/16/2015	Common Stock	25,000
Employee Stock Options (Right to Buy)	\$ 13.44	02/18/2005		M	5,000	(3) 09/09/2013	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURMAN FRED D 5524 E. FOURTH STREET TUCSON, AZ 85711			General Counsel	

## Signatures

/s/ Katherine Blute,  
Attorney-in-fact  
Date: 02/18/2005

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) This sale is made pursuant to a trading plan previously entered into by the reporting person and complies with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- (2) This option vests in four (4) installments: 25% immediately, 25% one year from date of the grant, 25% two years from date of the grant, and 25% three years from date of the grant.
- (3) The option exercised was part of an option to purchase an aggregate of 110,000 shares that was granted to the reporting person on 9/9/03 of which 50% vested on 9/10/03; 25% vested on 9/10/04 and 25% vests on 9/10/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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