

PROVIDENCE SERVICE CORP
Form 4
May 22, 2013

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 *
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)
64 E BROADWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP/General Counsel

TUCSON, AZ 85701

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/20/2013		F ⁽¹⁾		436	D	\$ 23.96 40,298
Common Stock	05/20/2013		M		7,299	A	\$ 17.35 47,597
Common Stock	05/20/2013		S		7,299	D	\$ 24.25 ⁽³⁾ 40,298
Common Stock	05/22/2013		M		2,848	A	\$ 17.35 43,146
Common Stock	05/22/2013		S		2,848	D	\$ 24.5122 ⁽⁴⁾ 40,298

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 17.35	05/20/2013		M	7,299	⁽²⁾ 05/21/2020	Common Stock	7,299
Stock Option (right to buy)	\$ 17.35	05/22/2013		M	2,848	⁽²⁾ 05/21/2020	Common Stock	2,848

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURMAN FRED D 64 E BROADWAY TUCSON, AZ 85701			Executive VP/General Counsel	

Signatures

/s/ Tony Smoak,
Attorney-in-fact

05/22/2013

__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)

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These shares are being surrendered to the issuer by the reporting person to cover the reporting person's income tax liability associated with the vesting and issuance of restricted stock previously awarded by the issuer to the reporting person.

- (2) Immediately
- (3) Represents the weighted-average market price per share at time of sale. The market price per share at time of sale ranged from \$24.10 to 24.37, thus, the exact per share market prices were within a one dollar range.
- (4) Represents the weighted-average market price per share at time of sale. The market price per share at time of sale ranged from \$24.50 to 24.60, thus, the exact per share market prices were within a one dollar range.

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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