

SMITH DONALD E  
Form 5/A  
February 17, 2009

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
73114 Investments LLC

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
See Remarks

13401 RAILWAY DRIVE,Â  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/17/2009

6. Individual or Joint/Group Reporting (check applicable line)

OKLAHOMA CITY,Â OKÂ 73114

\_\_\_\_ 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 at end of Issuer's Fiscal Year (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	11/20/2008	Â	L	487 A \$ 1.34	2,292,895	D	Â
Common Stock	Â	Â	Â	Â Â Â	2,292,895 (1)	I	By 73114
Common Stock	Â	Â	Â	Â Â Â	2,292,895 (2)	I	By 73114
Common Stock	Â	Â	Â	Â Â Â	7,200 (3)	D	Â

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Common Stock	Â	Â	Â	Â	Â	Â	2,292,895 (4)	I	By 73114
Common Stock	Â	Â	Â	Â	Â	Â	1,000 (5)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2,292,895 (6)	I	By 73114
Common Stock	Â	Â	Â	Â	Â	Â	1,000 (7)	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(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. Price of Derivative Security (Instr. 5)	9. of D Se B O E F (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
73114 Investments LLC 13401 RAILWAY DRIVE OKLAHOMA CITY, OK 73114	Â	Â	Â	See Remarks
AVALON CORRECTIONAL SERVICES INC 13401 RAILWAY DRIVE OKLAHOMA CITY, OK 73114	Â	Â	Â	See Remarks
SMITH DONALD E 13401 RAILWAY DRIVE OKLAHOMA CITY OK 73114	Â	Â	Â	See Remarks
SMITH TIFFANY D 13401 RAILWAY DRIVE	Â	Â	Â	See Remarks

OKLAHOMA CITY, OK 73114

GRAY ERIC S

13401 RAILWAY DRIVE

OKLAHOMA CITY, OK 73114

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See Remarks

Michael Bradley

13401 RAILWAY DRIVE

OKLAHOMA CITY, OK 73114

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See Remarks

## Signatures

73114 Investments, L.L.C., /s/ Eric S. Gray, Vice Pres./Manager and as Attorney-in-Fact for the other reporting persons

02/17/2009

\_\_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) Avalon Correctional Services, Inc. ("Avalon") (Joint Reporting Person), the sole member of 73114 Investments, LLC ("73114").
- (2) Donald E. Smith and Tiffany D. Smith (Joint Reporting Persons), each of whom is a manager of 73114. Mr. Smith is also a director, officer and shareholder of Avalon, and Mrs. Smith is an officer and shareholder of Avalon.
- (3) Shares owned by Donald E. Smith and Tiffany D. Smith, as joint tenants.
- (4) Michael Bradley (Joint Reporting Person), is a manager of 73114 and an officer and shareholder of Avalon.
- (5) Shares owned by Michael Bradley.
- (6) Eric S. Gray (Joint Reporting Person), is a manager of 73114 and an officer and shareholder of Avalon.
- (7) Shares owned by Eric S. Gray.

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### Remarks:

13(d) Group owning more than 10%. This Form 5 is filed jointly for 73114 Investments, L.L.C. (Reporting persons identified in the footnotes to Table 1, all of whom have the address listed in

This Form 5/A is filed to add Michael Bradley to the list of Reporting Persons. Mr. Bradley's name is on Form 5; however he was inadvertently omitted from the list of Reporting Persons.

The power of attorney is incorporated by reference to Exhibit 24.1 to the Amendment No. 2 to S reporting persons on February 13, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.