

PROVIDENCE SERVICE CORP  
Form 4  
August 13, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
RUSTAND WARREN

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)  
08/11/2014

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

TUCSON, AZ 85701  
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/11/2014		M		10,000	A	\$ 24.08
Common Stock	08/11/2014		M		10,000	A	\$ 28.47
Common Stock	08/11/2014		M		10,000	A	\$ 24.59
Common Stock	08/11/2014		M		10,000	A	\$ 26.14
Common Stock	08/11/2014		S		23,100	D	\$ 42.7984
							(1)

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Common Stock	08/11/2014	S	10,110	D	\$ 43.6759 (2)	33,620	D
Common Stock	08/11/2014	S	6,790	D	\$ 44.6854 (3)	26,830	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	\$ 24.08	08/11/2014		M	10,000	(4) 05/26/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 28.47	08/11/2014		M	10,000	(4) 12/06/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 24.59	08/11/2014		M	10,000	(4) 01/03/2017	Common Stock	10,000
Stock Option (right to buy)	\$ 26.14	08/11/2014		M	10,000	(4) 06/09/2018	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

RUSTAND WARREN  
64 E BROADWAY  
TUCSON, AZ 85701

X

CEO

## Signatures

/s/ Kevin Moore,  
Attorney-in-fact

08/13/2014

\_\_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) Represents the weighted-average market price per share at time of sale. The market price per share at time of sale ranged from \$42.41 - \$43.19, thus, the exact per share market prices were within a one dollar range.
- (2) Represents the weighted-average market price per share at time of sale. The market price per share at time of sale ranged from \$43.42 - \$43.93, thus, the exact per share market prices were within a one dollar range.
- (3) Represents the weighted-average market price per share at time of sale. The market price per share at time of sale ranged from \$44.52 - \$44.79, thus, the exact per share market prices were within a one dollar range.
- (4) Immediately

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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