

PROVIDENCE SERVICE CORP
Form 4
June 02, 2016

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 *
Tawil Sophia 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)
700 CANAL ST., THIRD FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Sec

STAMFORD, CT 06902

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Award	(1) (2)	04/27/2016	A				(1)(2)	(1)(2)	Common Stock	0 (1) (2)	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tawil Sophia D 700 CANAL ST. THIRD FLOOR STAMFORD, CT 06902			SVP, General Counsel & Sec	

Signatures

/s/ Sophia Tawil 06/02/2016
 **Signature of Date
 Reporting Person

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).
- Pursuant to the Issuer's 2015 Holding Company LTI Program (the "Program"), to the extent the value of the Company's outstanding shares of common stock ("Stock"), as calculated pursuant to the Program as of August 6, 2015, increases at a compounded annual rate of
- (1) at least 8% between August 6, 2015 and December 31, 2017 as determined pursuant to the Program (the "Hurdle Shareholder Value"), then a pool will be established in an amount equal to 8% of any increase in the value of the Stock above the Hurdle Shareholder Value ("Pool Amount").
- (continued from footnote 2) Participants in the Program will be entitled to receive a specified percentage of any Pool Amount (the "Issuance Value") as soon as reasonably practicable following December 31, 2017 (the "Determination Date") payable as follows: (i) unrestricted stock having a fair market value equal to 60% of the Issuance Value and (ii) Stock units having a fair market value equal to
- (2) 40% of the Issuance Value, 62.5% of which are to become vested and payable in unrestricted Stock on the first anniversary of the Determination Date and 37.5% of which are to become vested and payable in unrestricted Stock on the second anniversary of the Determination Date. The Reporting Person has been awarded 7.5% of any Pool Amount.

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