

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-13**  
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### REPORTING OWNER

#### **SCHWARZ HERMAN MARK**

CIK: **1465134**

Type: **4** | Act: **34** | File No.: **001-34221** | Film No.: **13531091**

Mailing Address  
*C/O PROVIDENCE SERVICE  
CORPORATION  
64 E. BROADWAY BLVD.  
TUCSON AZ 85701*

### ISSUER

#### **PROVIDENCE SERVICE CORP**

CIK: **1220754** | IRS No.: **860845127** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8300** Social services

Mailing Address	Business Address
<i>64 EAST BROADWAY BLVD. TUSCON AZ 85701</i>	<i>64 EAST BROADWAY BLVD. TUSCON AZ 85701 520-747-6600</i>

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>SCHWARZ HERMAN MARK</b>			2. Issuer Name and Ticker or Trading Symbol <b>PROVIDENCE SERVICE CORP</b> [PRSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO-LogistiCare</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/13/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
64 E BROADWAY (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
TUCSON, AZ 85701 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	01/13/2013		F	(L)	1,666	D	\$16.05	64,974	D

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

### Explanation of Responses:

- 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.

## Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

### Signatures

/s/ Tony Smoak, Attorney-in-fact

\*\* Signature of Reporting Person

01/15/2013

Date

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

\* 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).

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

**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 Number.**

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