**Garrabrants Gregory** Form 4 July 03, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Garrabrants Gregory			2. Issuer Name <b>and</b> Ticker or Trading Symbol BofI Holding, Inc. [bofi]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
12777 HIGH BLUFF			06/30/2012	_X_ Officer (give title Other (specify below)		
DRIVE, SUITE #100				President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN DIEGO,	CA 92130		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (Ľ	<b>)</b> )	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)
Common Stock (1)	06/30/2012		M	124,334	A	\$ 19.76	268,280	D	
Common Stock	06/30/2012		F	58,038 (2)	D	\$ 19.76	210,242	D	

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

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# 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (3)	\$ 0 (3)	06/30/2012		M	124,334	<u>(4)</u>	<u>(4)</u>	Common Stock	124,334

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Garrabrants Gregory 12777 HIGH BLUFF DRIVE SUITE #100 SAN DIEGO, CA 92130	X		President & CEO				

## **Signatures**

Reporting Person

Andrew J.

Micheletti

\*\*Signature of 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).
- Represents shares of Common Stock issued on June 30, 2012, following the vesting of restricted stock units ("RSUs") which vest (1) one-third each year. The RSU's were previously granted to the reporting person under the Boff Holding, Inc. 2004 Stock Incentive Plan
- (1) one-third each year. The RSU's were previously granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Executive Officer.
- (2) Represents shares of Common Stock retained by Bofl Holding, Inc. for tax withholding purposes in connection with the net-settlemnt on the issuance of Common Stock with respect to vested RSU's.
- The RSU's were granted to the reporting person under the BofI Holidng, Inc. 2004 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Executive Officer. Each RSU represents a contingent right to recieve one share of Common Stock of BofI Holding, Inc. The RSU's are accompanied by dividend equivalent rights.
- (4) The RSU's vest over three years, one-third on each anniversary of the date of grant.

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.

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