### Edgar Filing: COURT JAMES JOHN - Form 4

COURT JAI Form 4 August 14, 2											
FORM	ЛЛ								OMB AF	PROVAL	
Check this box Check this box Check this box Check this box							-	3235-0287			
							•				
(Print or Type	Responses)										
COURT JAMES JOHN Symbol			Symbol	er Name <b>and</b> Ticker or Trading Iolding, Inc. [BOFI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	liddle)	3. Date of	Earliest Tr	ansaction			(Chec	k an applicable	)	
(Month/D 12777 HIGH BLUFF DRIVE, 08/10/20 SUITE 100				n/Day/Year) /2012				Officer (give titleOther (specify below) below)			
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
SAN DIEGO, CA 92130						Iore than One Re	porting				
(City)	(State) (	Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	08/10/2012			М	1,333	А	\$ 22.17	2,717	D		
Common Stock (1)	08/10/2012			F	469 <u>(2)</u>	D	\$ 22.17	2,248	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.

#### Edgar Filing: COURT JAMES JOHN - Form 4

# 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	08/10/2012		М	1,333	(4)	<u>(4)</u>	Common Stock	1,333	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director 10% Owner Office		Officer	Other		
COURT JAMES JOHN 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	Х					
Signatures						
By: Andrew J. Micheletti For: James J. Court	08/14/2012					
**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).

Represents shares of Common Stock issued on August 10, 2012 following the vesting of Restricted Stock Units (RSU's) which vest
 (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 service as a member of the Board of Directors.

(2) Represents shares of Common Stock retained by BofI Holding, Inc. for tax witholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSU's.

The RSU's were granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's service as a member of the Board of Directors. Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. 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.