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Allrich Theo	dore C										
Form 4											
September 26, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
_	UNITED	SIAIE		shington,			NGE U		OMB Number:	3235-0287	
Check the			v v ca.	sinigton,	D.C. 20	547				January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires:	2005			
0	subject to Section 16. SECURITIES							Estimated average burden hours per			
Form 4 o									response	0.5	
Form 5 obligation	n o *						•	e Act of 1934,			
may cont				•	•	-		1935 or Section	n		
See Instru	uction	30(n)	of the In	vestment	Compan	iy Ac	ct 01 194	Ð			
1(b).											
(Print or Type Responses)											
1 Name and Address of Departing Derson [*] e r by Name 1 m u 5 Delationship of D							Reporting Pers	son(s) to			
A 11 minute The second second			Symbol	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
o y nic				ofI Holding, Inc. [BOFI]							
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Ct				(Chec.	eck all applicable)			
		,	(Month/E	n/Day/Year)			_X_ Director10% Owner				
12777 HIGH BLUFF DRIVE, 09/24/20				012			Officer (give title Other (specify below)				
SUITE 100 Below) Below)						0010 (())					
(Street) 4. If An				mendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mo			nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
SAN DIFGO CA 92130 Form filed by More than One Reporting											
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date			3.	4. Securi			5. Amount of	6. Ownership		
Security (Month/Day/Year) Execution D (Instr. 3) any			on Date, if	a Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Form: Direct (D) or	Beneficial Ownership	
(Day/Year) (Instr. 8)				- /	Owned	Indirect (I)				
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	09/24/2012			М	1,534	A	\$	38,992	D		
Stock (1)	0712-12012			111	1,554	11	25.83	50,772	D		
Common	09/24/2012			F	540 <u>(2)</u>	D	\$	38,452	D		
Stock (1)	09/24/2012			1.	<u> </u>	D	25.83	30,432	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. Transacti Code (Instr. 8)	5. Number on f 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. 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>	09/24/2012		М	1,534	(4)	(4)	Common Stock	1,534	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	Director 10% Owner Office		Other		
Allrich Theodore C 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	Х					
Signatures						
By: Andrew J Micheletti For: Theodore C Allrich	09/26/2012					
<u>**</u> 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 September 24, 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(3) 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.