

Pancheri Thomas J
 Form 4
 August 25, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Pancheri Thomas J

(Last) (First) (Middle)

C/O BOFI HOLDING, INC., 12777
 HIGH BLUFF DRIVE #100

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Bofi Holding, Inc. [BOFI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/22/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	Price			
Common Stock ⁽¹⁾	08/22/2008		P		800	A	\$ 6.25	120,000	I	Thomas J. Pancheri is Custodian.
Common Stock ⁽²⁾	08/22/2008		P		200	A	\$ 6.25	120,200	I	Thomas J. Pancheri is Custodian
Common Stock ⁽³⁾	08/25/2008		P		1,200	A	\$ 6.25	121,400	I	Thomas J. Pancheri is Custodian
Common Stock ⁽⁴⁾	08/25/2008		P		2,000	A	\$ 6.25	123,400	I	Thomas J. Pancheri is

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- (1) Thomas J. Pancheri Custodian for Erik Calvin Pancher UTMA/CA Until Age 21.
- (2) Thomas J. Pancheri Custodian for Thomas Joseph Pancheri, Jr. UTMA/CA until age 21.
- (3) Thomas J. Pancheri Custodian for Erik Calvin Pancheri UTMA/CA until age 21.
- (4) Thomas J. Pancheri for Ryan Thomas Pancheri UTMA/CA until age 21.
- (5) Thomas J. Pancheri Custodian for Thomas Joseph Pancheri, JR. UTMA/CA until age 21.

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

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