

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

FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

OMB APPROVAL
OMB Number: 3235-0101
Expires: July 31, 2023
Estimated average burden
hours per response 1.00

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

(e) TELEPHONE NO.
AREA CODE NUMBER
951 686-6060

1 (a) NAME OF ISSUER (Please type or print) Provident Financial Holdings, Inc.		(b) IRS IDENT. NO. 33-0704889	(c) S.E.C. FILE NO. 000-28304 ZIP CODE	WORK LOCATION	
1 (d) ADDRESS OF ISSUER 3756 Central Ave.		CITY Riverside		STATE CA	92506
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD William E. Thomas		(b) RELATIONSHIP TO ISSUER Director		(c) ADDRESS STREET CITY STATE ZIP CODE 2023 Arroyo Dr. Riverside CA 92506	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Common Stock	Janney Montgomery Scott 1475 Peachtree N.E. #800 Atlanta, GA 30309		10,000	\$165,000	7,442,254	03/15/2021	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	03/15/2021	Stock Option Exercise	Provident Financial Holdings	20,000	03/15/2021	Cashless Exercise

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
NONE				

REMARKS:

INSTRUCTIONS:

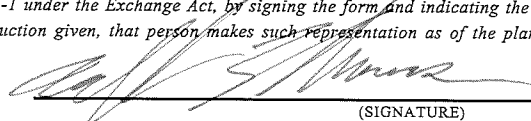
See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

March 9, 2021

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10b5-1


(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

Rule 144(e) Non-Restricted Control Securities

Seller's Affidavit



Janney Montgomery Scott LLC
1717 Arch Street
Philadelphia, PA 19103

Ladies and Gentlemen,

I request that you sell for my account, as a broker acting as my agent, all or part of 10,000 shares of Common Stock ("shares") of Provident Financial Holdings (the "Company"), in the manner permitted by Rule 144 under the Securities Act of 1933, as amended. I understand that the Shares are subject to resale restrictions because I may be deemed an "**affiliate**" of the company (i.e. a person who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company). In connection with your execution of this order, you shall charge me the usual or customary broker's commission. In executing this order, I understand that you will be relying upon my **representatives** described below.

The **total number of shares** reflected above which I wish to sell, together with the number of Shares which I, or any related person or entity described in the enclosed application, have sold in the past three months, will not exceed the greater of: (i) one percent of the number of shares of the Company issued and outstanding, and (ii) the average weekly reported trading volume for the Company's shares during the four calendar weeks preceding this proposed transaction.

From a review of the Company's most recently published **Form 10-K and/or 10-Q**, please be advised that: (i) the Company is current in its Securities and Exchange Commission ("SEC") reporting requirements for the past twelve-month period, (ii) the Company has been filing SEC reports under the Securities Exchange Act of 1934, as amended, for at least the past 90 days, and (iii) I am aware of no information which would make the representations in (i) and (ii) above untrue. I have executed and completed all required applications and the SEC's **Form 144**. I have instructed you to sell the Shares in "**brokers' transactions**" without any special solicitation of orders to purchase by, or payment to, third parties.

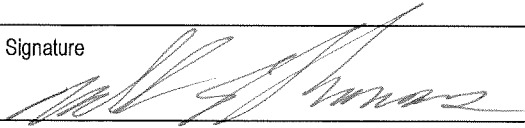
I will be relying upon Rule 144 under the Securities Act of 1933, as amended, to offer and sell the Shares without registration under the federal securities laws. I am not aware of any facts or circumstances indicating that I am, or you will be deemed, an "**underwriter**" with respect to the Shares, or that the sale of the Shares is or will be part of a "**distribution**" of securities under the Securities Act of 1933. I affirm that I did not acquire the Shares with a view to the distribution thereof.

I hereby permit Janney Montgomery Scott LLC, the Company, the Company's transfer agent and/or each of their agents and representatives to rely on this Rule 144(e) Non-Restricted Control Securities Seller's Affidavit. I also agree to notify you promptly of any changes in the facts set forth in this letter should any changes occur. Enclosed please find copies of the relevant stock certificates, which are not subject to any hidden restrictions, stock transfer rights, or stock transfer legends, other than those expressly stated on the stock certificates.

Prior to placing an order in connection with any securities subject to Rule 144 or 145(d) of the Securities Act of 1933, as amended, I (we) shall advise Janney Montgomery Scott LLC ("Janney") of the status of the securities and shall furnish Janney with the necessary documents to clear legal transfer. I (we) acknowledge that there may be delays involved with the processing of control or restricted securities and that Janney will not be liable for any losses caused directly or indirectly by such delays or market action. Janney may, in its sole discretion, require that control or restricted securities not be sold or transferred until such securities clear legal transfer.

I confirm to you that all of the information contained in this letter is true and correct.

SIGNATURE(S)

Client Print Name	William E. Thomas
Signature	
Date	March 9, 2021

Client Print Name	
Signature	
Date	

Client Print Name	
Signature	
Date	

Client Print Name	
Signature	
Date	