

Paulus Connie M
Form 4
May 24, 2010

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 *
Paulus Connie M

(Last) (First) (Middle)

C/O BOFI HOLDING, INC., 12777
HIGHBLUFF 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)
05/20/2010

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/20/2010		M		2,656 A \$ 4.1905		D
Common Stock	05/20/2010		M		11,078 A \$ 4.1905		D
Common Stock	05/20/2010		M		4,404 A \$ 10		D
Common Stock	05/20/2010		M		5,807 A \$ 10		D
Common Stock	05/20/2010		M		5,400 A \$ 9.5		D

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Common Stock 05/20/2010 M 5,400 A \$ 7.35 145,181 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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 4.1905	05/20/2010		M	2,656	04/02/2004 04/02/2011	Common Stock 2,
Non-Qualified Stock Options (Right to Buy)	\$ 4.1905	05/20/2010		M	11,078	09/09/2003 09/09/2010	Common Stock 11
Non-Qualified Stock Options (Right to Buy)	\$ 10	05/20/2010		M	4,404	12/30/2004 12/30/2011	Common Stock 4,
Non-Qualified Stock Options (Right to Buy)	\$ 10	05/20/2010		M	5,807	06/30/2007 06/30/2014	Common Stock 5,
Non-Qualified Stock Options (Right to Buy)	\$ 9.5	05/20/2010		M	5,400	07/25/2008 07/25/2015	Common Stock 5,
Non-Qualified Stock Options (Right to Buy)	\$ 7.35	05/20/2010		M	5,400	07/24/2009 07/24/2016	Common Stock 5,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Paulus Connie M
C/O BOFI HOLDING, INC. X
12777 HIGHBLUFF DRIVE #100
SAN DIEGO, CA 92130

Signatures

Andrew J. 05/24/2010
Micheletti

**Signature of Date
Reporting Person

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).

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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