

BofI Holding, Inc.
Form 4
October 22, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
RULE ARTHUR RICHARDS

(Last) (First) (Middle)
7770 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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)
				(A) or (D) Price			
Common Stock	10/07/2009		S	20,000 D	\$ 640,000 ⁽¹⁾ 8.5 ₍₂₎	I	By Exploration Capital Partners 1998-B L.P. ₍₃₎
Common Stock	10/09/2009		S	12,000 D	\$ 628,000 ⁽¹⁾ 8.5 ₍₂₎	I	By Exploration Capital Partners 1998-B L.P. ₍₃₎

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Common Stock	10/15/2009	S	3,000	D	\$ 8 0 ⁽²⁾	D	
Common Stock	10/21/2009	S	28,000	D	\$ 600,000 ⁽¹⁾ 8.2 ⁽²⁾	I	By Exploration Capital Partners 1998-B L.P. ⁽³⁾
Common Stock					20,000 ⁽⁴⁾	I	By wife
Common Stock					50,000 ⁽¹⁾	I	By Global Resource Investments Ltd. ⁽⁵⁾
Common Stock					100,000 ⁽¹⁾	I	By Resource Capital Investment Corp. ⁽⁶⁾

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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RULE ARTHUR RICHARDS
7770 EL CAMINO REAL X
CARLSBAD, CA 92009

RULE FAMILY TRUST UDT 12 17 98
7770 EL CAMINO REAL X
CARLSBAD, CA 92009

Signatures

/s/ Gretchen Carter, attorney-in-fact for Arthur Richards Rule 10/22/2009
**Signature of Reporting Person Date

/s/ Gretchen Carter, attorney-in-fact, Arthur Richards Rule, Trustee for Rule Family Trust udt 12/17/98 10/22/2009
**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).
- (1) The shares are beneficially owned by both reporting owners, the Rule Family Trust udt 12/17/98 and Arthur Richards Rule.
 On October 5, 2009, the reporting persons filed a Form 4 that incorrectly indicated that the reporting persons were no longer subject to Section 16 requirements by virtue of the sale reported in that Form 4. Since the record date for the Issuer's annual meeting of shareholders was September 10, 2009 and the reporting persons still held ten percent of the Issuer's outstanding shares on that date, the reporting
- (2) persons remained subject to Section 16 requirements through October 22, 2009, being the date of the Issuer's annual meeting of shareholders. Accordingly, this Form 4 is being filed to report sales of the Issuer's stock that occurred after the sale reported on October 5, 2009 and through October 22, 2009.
- (3) The general partner of Exploration Capital Partners 1998-B L.P. is Resource Capital Investment Corporation, which is owned 100% by the Rule Family Trust udt 12/17/98. Arthur Richards Rule is co-Trustee of the Rule Family Trust udt 12/17/98.
- (4) The shares are beneficially owned by Arthur Richards Rule.
- (5) Global Resource Investments Ltd. is owned 100% by Rule Investments, Inc., which is owned 100% by the Rule Family Trust udt 12/17/98. Arthur Richards Rule is co-Trustee of the Rule Family Trust udt 12/17/98.
- (6) Resource Capital Investment Corp. is owned 100% by the Rule Family Trust udt 12/17/98. Arthur Richards Rule is co-Trustee of the Rule Family Trust udt 12/17/98.

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.