

Evans Gary Lewis
Form 4
February 12, 2010

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 *
Evans Gary Lewis

(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)
02/11/2010

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)
COO

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	02/11/2010		M		41,000 A \$ 10		D
Common Stock	02/11/2010		S		41,000 D \$ 12.65 (2) (3)		D
Common Stock	02/11/2010		M		13,325 A \$ 4.19 (1)		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 Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
ISO's (right to buy)	\$ 4.19 ⁽¹⁾	02/11/2010		M	5,450		04/27/2005	04/27/2010	Common Stock	5,450
ISO's (right to buy)	\$ 4.19 ⁽¹⁾	02/11/2010		M	7,875		04/02/2006	04/02/2011	Common Stock	7,875
ISO's (right to buy)	\$ 10	02/11/2010		M	19,000		01/28/2007	01/28/2012	Common Stock	19,000
ISO's (right to buy)	\$ 10	02/11/2010		M	22,000		06/30/2009	06/30/2014	Common Stock	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Gary Lewis C/O BOFI HOLDING, INC. 12777 HIGH BLUFF DRIVE #100 SAN DIEGO, CA 92130			COO	

Signatures

Andrew J. Micheletti 02/12/2010

**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) Actual price is \$4.190476.

(2) Actual price is \$12.6522.

This transaction was executed in multiple trades at prices ranging from \$12.33 to \$12.87. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold and the prices at which each transaction was effected.

(4) Total remaining options outstanding are 65,000.

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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