

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FIRST MARK L</u> (Last) (First) (Middle) <u>320 PARK AVENUE</u> <u>22ND FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROVIDENCE SERVICE CORP [PRSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/02/2004		S		195,294 ⁽¹⁾	D	\$15.75	35,887 ⁽¹⁾	I ⁽¹⁾	See footnote. ⁽¹⁾
Common Stock	04/02/2004		S		35,887 ⁽¹⁾	D	\$15.75	0 ⁽¹⁾	I ⁽¹⁾	See footnote. ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. See exhibit 99.1.

Mark L. First 04/06/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

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 Number.

Exhibit 99.1

Name and Address of Reporting Person: Mark L. First
320 Park Avenue, 22nd Floor
New York, NY 10022

Issuer Name and Ticker or Trading Symbol: Providence Service Corp (PRSC)

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 04/02/2004

1. In the reported transactions, Eos Partners SBIC, L.P. sold 195,294 shares of the reported securities and Eos Partners SBIC II, L.P. sold 35,887 shares of the reported securities. After the transactions reported in this f
2. Mark First is a Managing Director of Eos Management, Inc., a wholly-owned subsidiary of Eos Partners, L.P., and a limited partner of Eos Partners, L.P. Eos Partners, L.P. is the sole stockholder of Eos SBIC, Inc., which
3. Mr. First is a Managing Director of Eos Management, Inc., a wholly-owned subsidiary of Eos Partners, L.P., and a limited partner of Eos Partners, L.P. Eos Partners, L.P. is the sole stockholder of Eos SBIC II, Inc., which
4. The filing of this statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes of Section 16 of the Securities Exchange Act of 1934 (as amended), the beneficial owner of this Statement is legally required to be filed by such person.

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