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Beneficial Mutual Bancorp Inc
Form 8-A12B
May 17, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

BENEFICIAL MUTUAL BANCORP, INC.

(Exact name of registrant as specified in its charter)

UNITED STATES

56-2480744

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

510 WALNUT STREET, 19TH FLOOR, PHILADELPHIA, PENNSYLVANIA

19106

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered -----	Name of each exchange on which each class it to be registered -----
COMMON STOCK, PAR VALUE \$0.01 PER SHARE	THE NASDAQ STOCK MARKET, LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates: 333-141289.

Securities to be registered pursuant to Section 12(g) of the Act: NONE

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Incorporated by reference to the portion of the Prospectus under the heading: "Description of Beneficial Mutual Bancorp Common Stock," filed on March 14, 2007 as part of the Registrant's Registration Statement on Form S-1, File No. 333-141289, as amended.

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ITEM 2. EXHIBITS.

1. Copies of all constituent instruments defining the rights of all the holders of each class of such securities, including any contracts or other documents which limit or qualify the rights of such holders.
 - (a) Charter

Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, File No. 333-141289, filed on March 14, 2007, as amended.
 - (b) Bylaws

Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, File No. 333-141289, filed on March 14, 2007, as amended.
 - (c) Plan of Stock Issuance

Incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-1, File No. 333-141289, filed on March 14, 2007, as amended.
2. A copy of the security to be registered hereunder is incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, File No. 333-141289, filed on March 14, 2007, as amended.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BENEFICIAL MUTUAL BANCORP, INC.

(Registrant)

Date: May 17, 2007

By: /s/ Gerard P. Cuddy

Gerard P. Cuddy
President and Chief Executive Officer