

PRUDENTIAL BANCORP, INC.

Form 4

March 03, 2017

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 *
 FANELLI A J

(Last) (First) (Middle)

C/O PRUDENTIAL BANCORP,
 INC., 1834 WEST OREGON
 AVENUE

(Street)

PHILADELPHIA, PA 19145

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
 PRUDENTIAL BANCORP, INC.
 [PBIP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2017		A	(A) or (D) Amount 4,282 (1) Price \$ 0	28,763 (2)	D	

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

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 17.43	03/01/2017		A		5,707		03/01/2018 ⁽³⁾	03/01/2027	Common Stock	5,707
Stock Option	\$ 12.23							02/18/2016 ⁽⁴⁾	02/18/2025	Common Stock	30,000
Stock Option	\$ 11.84							01/05/2010 ⁽⁵⁾	01/05/2019	Common Stock	26,690

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FANELLI A J C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145	X

Signatures

/s/Jack E. Rothkopf, A.I.F. for A. J.
Fanelli 03/03/2017

**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) Represents the grant of shares pursuant to the 2014 Stock Incentive Plan that vest 20% per year commencing on March 1, 2018.
- (2) Includes 6,000 shares which reflects the unvested portion of grant originally covering 10,000 shares pursuant to the 2014 Stock Incentive Plan that are vesting 20% per year commencing on February 18, 2016.
- (3) The options vest at the rate of 20% per year commencing on March 1, 2018.
- (4) The options are vesting at the rate of 20% per year commencing on February 18, 2016.
- (5) The options vested at a rate of 20% per year commencing in January 5, 2010.

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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