

PRUDENTIAL BANCORP, INC.
Form 4
January 07, 2015

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 *
Vento Thomas A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2015

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

Chairman, President and CEO

C/O PRUDENTIAL SAVINGS BANK, 1834 OREGON AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19145

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/05/2015		F ⁽¹⁾	462 D \$ 12.27	26,444 ⁽²⁾	D	
Common Stock					36,077.8638 ⁽³⁾	I	By 401(k) Plan
Common Stock					13,994 ⁽⁴⁾	I	By ESOP

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

SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 11.84					01/05/2010 ⁽⁵⁾	01/05/2019	Common Stock	106,784
Stock Option	\$ 7.68					01/05/2014 ⁽⁶⁾	01/05/2023	Common Stock	19,183

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vento Thomas A C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145	X		Chairman, President and CEO	

Signatures

/s/Joseph R. Corrato, A.I.F. for Thomas A. Vento 01/07/2015

__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) Disposition solely to meet tax obligation for distribution from Recognition and Retention Plan.
- (2) Includes 3,583 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of a grant award originally covering 5,953 shares of common stock that are vesting at the rate of 20% per year commencing on January 5, 2014.
- (3) Reflects units which represent share units in the Issuer's 401(k) Plan; reflects shares acquired since the reporting person's last ownership report filed.
- (4) Includes shares allocated to the reporting person's account in the ESOP since the reporting person's last ownership report filed.
- (5) The options vested at a rate of 20% per year commencing on January 5, 2010.

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(6) The options are vesting at a rate of 20% per year commencing on January 5, 2014.

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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