PRUDENTIAL BANCORP, INC.
Form 4
October 11, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRATANDUONO SALVATORE

(Last) (First) (Middle)

C/O PRUDENTIAL SAVINGS BANK, 1834 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)
10/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
*See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								5,878 (1) (2)	D	
Common Stock								4,973 (1)	I	By 401(K) Plan
Common Stock								5,642 (1)	I	By ESOP

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)		8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 11.84							01/05/2009	01/05/2019	Common Stock	21,353 (3)	
Stock Option	$ 7.68							01/05/2014	01/05/2023	Common Stock	5,901 (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRATANDUONO SALVATORE C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145				*See Remarks

Signatures

/s/Joseph R. Corrato, A.I.F. for Salvatore Fratanduono	10/09/2013
**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) Prudential Bancorp, Inc. is the successor to Prudential Bancorp, Inc. of Pennsylvania ("Old Prudential"). Pursuant to a reorganization exempt under Rule 16b-7, each share of common stock of Old Prudential outstanding on October 9, 2013 was automatically exchanged for .9442 shares of common stock of Prudential Bancorp, Inc., with fractional shares cashed out at $10 per share.

(2) Includes 3,682 shares (as adjusted pursuant to the reorganization described in footnote (1) above) held in the 2008 Recognition and Retention Plan and Trust Agreement which reflects the unvested portion of two grants aggregating originally 10,700 shares of common stock of Old Prudential that are vesting at the rate of 20% per year commencing on January 5, 2010 and January 5, 2014, respectively.

(3)

Pursuant to a reorganization exempt under Rule 16b-7, each outstanding option to purchase a share of common stock of Old Prudential outstanding as of October 9, 2011 was automatically exchanged for an option to purchase 0.9442 shares of Prudential Bancorp, Inc. with the exercise price adjusted to reflect the operation of the exchange ratio. The number of shares subject to the option grant, after applying the exchange ratio, was adjusted downward to the nearest whole share while the exercise price, after applying the exchange ratio, was adjusted upward to the nearest whole cent. The options vest at the rate of 20% per year.

Remarks:

Remarks: * Senior Vice President - Chief Lending Officer

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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