

PRUDENTIAL BANCORP, INC.

Form 4

January 10, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTHKOPF JACK E

(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)
01/08/2014

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)
Senior VP - Treasurer

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)
				(A) or (D)			
			Code	V	Amount		
Common Stock	01/08/2014		F ⁽¹⁾		240	D	
					\$ 10.71		
Common Stock	01/09/2014		F ⁽¹⁾		443	D	
					\$ 10.65		
Common Stock						4,165	I
							By ESOP

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

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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)		8. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 11.84					01/05/2014 ⁽³⁾	01/05/2019	Common Stock	18,683	
Stock Option	\$ 7.68					⁽⁴⁾	01/05/2023	Common Stock	5,901	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHKOPF JACK E C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145			Senior VP - Treasurer	

Signatures

/s/Joseph R. Corrato, A.I.F. for Jack E. Rothkopf 01/10/2014

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.
Includes 1,661 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of a grant award originally covering 2,077 shares of common stock that are vesting at the rate of 20% per year commencing on January 5, 2014, respectively.
- (3) The options vested at a rate of 20% per year commencing on January 5, 2010.
- (4) The options are vesting at a rate of 20% per year commencing on January 5, 2014.

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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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