

PRUDENTIAL BANCORP, INC.
Form 4
December 12, 2014

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FRATANDUONO SALVATORE

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)
12/10/2014

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | or (D) | Price |
| Common Stock | 12/10/2014 | | I | | 1,047.8023 | D | \$ 12.19 |
| | | | | | | | 3,906.1054 (1) (2) |
| Common Stock | | | | | | | 5,194 (3) |
| Common Stock | | | | | | | 6,594.4483 (4) |
| | | | | | | I | By ESOP |
| | | | | | | I | By 401(k) Plan |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 11.84 | | | | | 01/05/2014 ⁽⁵⁾ 01/05/2019 | Common Stock | 21,353 |
| Stock Option | \$ 7.68 | | | | | ⁽⁶⁾ 01/05/2023 | Common Stock | 5,901 |

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
Date: 12/12/2014

**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) Includes 1,387.9077 units acquired under the Issuer's 401(k) Plan since the date of the reporting person's last ownership report.
- (2) Reflects units which represent share interests in the Issuer's 401(k) Plan. Based on a report dated December 10, 2014.
- (3) Includes 1,661 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of a grant award in the amount of 2,077 shares of common stock that is vesting at the rate of 20% per year commencing on January 5, 2014.
- (4) Includes shares allocated to the reporting person's account in the ESOP since the last filed Form 4.

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- (5) The options vested at the rate of 20% per year commencing on January 5, 2010.
- (6) The options are vesting at the rate of 20% per year commencing on January 5, 2014.

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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