

PRUDENTIAL BANCORP, INC.
Form 4
February 22, 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 *
ROTHKOPF JACK E

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)
02/18/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, CFO and Treasurer

C/O PRUDENTIAL BANCORP, INC., 1834 WEST 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/18/2017 | | F(1) | 982 D \$ 17.39 | 20,065 (2) | D | |
| Common Stock | | | | | 7,908 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 12.23 | | | | | 02/18/2016 ⁽³⁾ 02/18/2025 | Common Stock | 50,000 |
| Stock Option | \$ 11.84 | | | | | 01/05/2010 ⁽⁴⁾ 01/05/2019 | Common Stock | 18,683 |
| Stock Option | \$ 7.68 | | | | | 01/05/2014 ⁽⁵⁾ 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 BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145 | | | SVP, CFO and Treasurer | |

Signatures

/s/Jack E.
Rothkopf 02/22/2017

**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) Disposition solely to meet tax obligations upon vesting of grant of shares pursuant to the 2014 Stock Incentive Plan.

Includes 416 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. Also includes 9,000 shares which reflects the unvested portion of a grant originally covering 15,000 shares pursuant to the 2014 Stock Incentive Plan that vest 20% per year commencing on February 18, 2016.

(3) The options are vesting at a rate of 20% per year commencing on February 18, 2016.

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- (4) The options vested at a rate of 20% per year commencing on January 5, 2010.
- (5) 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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