

PRUDENTIAL BANCORP, INC.

Form 4

October 11, 2013

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

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(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)
C/O PRUDENTIAL SAVINGS
BANK, 1834 OREGON AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President and CEO

(Street)
PHILADELPHIA, PA 19145

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

(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	(A) or (D)	Price
Common Stock					30,237	(1) (2)	D
Common Stock	10/09/2013		P		8,576	A	\$ 10 34,262 (1)
Common Stock					12,446	(1)	I

By 401(K)
Plan

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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 11.84					01/05/2010	01/05/2019	Common Stock	106,784 (3)	
Stock Option	\$ 7.68					01/05/2014	01/05/2023	Common Stock	19,183 (3)	

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 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).

Prudential Bancorp, Inc. is the successor to Prudential Bancorp, Inc. of Pennsylvania ("Old Prudential"). Pursuant to a reorganization
(1) 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.

Includes 14,450 shares (as adjusted pursuant to the reorganization described in footnote (1) above) held in the 2008 Recognition and
(2) Retention Plan and Trust Agreement which reflects the unvested portions of two grants aggregating originally 51,305 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

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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.

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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