

Muto Allan A
Form 4
May 15, 2018

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 *
Muto Allan A

(Last) (First) (Middle)

200 PALMER STREET

(Street)

STROUDSBURG, PA 18360

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ESSA Bancorp, Inc. [ESSA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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)

EVP and CFO

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)
Common Stock	05/10/2018		S	Amount 14,983 (A) or (D) D Price \$ 14.75	71,701 ⁽²⁾ ⁽³⁾ (4)	D	
Common Stock	05/10/2018		S	Amount 800 (A) or (D) D Price \$ 14.76	70,901 ⁽²⁾ ⁽³⁾ (4)	D	
Common Stock	05/10/2018		S	Amount 200 (A) or (D) D Price \$ 14.77	70,701 ⁽²⁾ ⁽³⁾ (4)	D	
Common Stock	05/10/2018		S	Amount 2,524 (A) or (D) D Price \$ 14.8	68,177 ⁽²⁾ ⁽³⁾ (4)	D	
Common Stock	05/10/2018		S	Amount 200 (A) or (D) D Price \$ 14.81	67,977 ⁽²⁾ ⁽³⁾ (4)	D	

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Common Stock	05/10/2018	S	200	D	\$ 67,777 ⁽²⁾ ⁽³⁾ 14.82 ⁽⁴⁾	D	
Common Stock	05/10/2018	S	688	D	\$ 67,089 ⁽²⁾ ⁽³⁾ 14.83 ⁽⁴⁾	D	
Common Stock	05/10/2018	S	378	D	\$ 66,711 ⁽²⁾ ⁽³⁾ 14.84 ⁽⁴⁾	D	
Common Stock	05/10/2018	S	100	D	\$ 66,611 ⁽²⁾ ⁽³⁾ 14.88 ⁽⁴⁾	D	
Common Stock	05/10/2018	S	100	D	\$ 66,511 ⁽²⁾ ⁽³⁾ 14.89 ⁽⁴⁾	D	
Common Stock	05/10/2018	S	212	D	\$ 14.9 66,299 ⁽²⁾ ⁽³⁾ ⁽⁴⁾	D	
Common Stock	05/10/2018	S	100	D	\$ 66,199 ⁽²⁾ ⁽³⁾ 14.91 ⁽⁴⁾	D	
Common Stock	05/15/2018	M	20,485	A	\$ 86,684 ⁽²⁾ ⁽³⁾ 12.35 ⁽⁴⁾	D	
Common Stock					10,360 ⁽¹⁾	I	By 401(k)
Common Stock					12,311 ⁽¹⁾	I	By ESOP

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 12.35	05/15/2018		M	20,485	05/23/2009 05/23/2018	Common Stock 20,485

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Muto Allan A 200 PALMER STREET STROUDSBURG, PA 18360			EVP and CFO	

Signatures

/s/ Marc P. Levy, pursuant to power of attorney	05/15/2018
__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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2016.
- (3) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2017.
- (4) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.