

PRUDENTIAL BANCORP, INC.  
Form 4  
October 11, 2013

**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 \*  
**Balka Jerome R**

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**  
  
(Street)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**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 (D) Price			
Common Stock	10/09/2013		P	1,500 A \$ 10	15,007 <sup>(1)</sup> <sup>(2)</sup>	D	
Common Stock					1,888 <sup>(1)</sup>	I	By 401(K) Plan
Common Stock					4,731 <sup>(1)</sup>	I	By IRA
Common Stock					472 <sup>(1)</sup>	I	By Danielle Thomas Revocable Trust

Common Stock	4,721 <sup>(1)</sup>	I	By Balka Grandchildren Trust
Common Stock	66 <sup>(1)</sup>	I	By Estate of Helen Klara

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)	8. Price or Amount of Derivative Security (Instr. 3)
Stock Option	\$ 11.84			Code V	(A) (D)	Date Exercisable: 01/05/2010 Expiration Date: 01/05/2019	Title: Common Stock	Amount or Number of Shares: 26,690 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balka Jerome R C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145	X			

## Signatures

/s/Joseph R. Corrato, A.I.F. for Jerome R. Balka  
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 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.

(1) Includes 2,134 shares (as adjusted pursuant to the reorganization described in footnote (1) above) held in the 2008 Recognition and Retention Plan and Trust Agreement which reflects the unvested portion of a grant made on January 5, 2009 of 11,307 shares of common stock of Old Prudential that is vesting at the rate of 20% per year commencing on January 5, 2010.

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 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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