

PRUDENTIAL BANCORP, INC.
 Form 4
 May 21, 2015

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 *
 Corrato Joseph 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/19/2015

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/19/2015 | | I | 620.9611 A | \$ 7,307.1097 (1) | I | By 401(k) Plan |
| Common Stock | | | | | 48,447 (2) | D | |
| Common Stock | | | | | 80 | I | By Son |
| Common Stock | | | | | 13,399.3978 (3) | I | By ESOP |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 12.23 | | | | | 02/18/2016 ⁽⁴⁾ 02/18/2025 | Common Stock | 75,000 |
| Stock Option | \$ 11.84 | | | | | 01/05/2010 ⁽⁵⁾ 01/05/2019 | Common Stock | 53,302 |
| Stock Option | \$ 7.68 | | | | | 01/05/2014 ⁽⁶⁾ 01/05/2023 | Common Stock | 12,746 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Corrato Joseph R C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145 | X | | EVP and CFO | |

Signatures

/s/Joseph R.
Corrato

05/21/2015

**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 units which represent share interests in the issuer's 401(k) Plan. Also reflects units acquired in the issuer's 401(k) Plan since the last ownership report filed by the reporting person.

Includes 2,266 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of a grant award
- (2) originally covering 3,776 shares of common stock that are vesting at the rate of 20% per year commencing on January 5, 2014. Also include grant of 30,000 shares pursuant to the 2014 Stock Incentive Plan that vest 20% per year commencing on February 18, 2016.
- (3) Includes shares allocated to the reporting person's account in the ESOP since the last filed Form 4.
- (4) The options are vesting at a rate of 20% per year commencing on February 18, 2016.
- (5) The options vested at a rate of 20% per year commencing on January 5, 2010.
- (6) 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. 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.