

FANELLI A J
Form 4
April 19, 2019

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 *
FANELLI A J

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 BANCORP, INC., 1834 WEST OREGON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2019

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

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 04/18/2019 | | M | V | 10,000 | A | \$ 12.23 | 49,437 | D | |
| Common Stock | 04/18/2019 | | F | V | 7,054 | D | \$ 17.34 | 42,383 ⁽¹⁾ | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option | \$ 17.43 | | | | | 03/01/2018 ⁽²⁾ 03/01/2027 | Common Stock 5,707 |
| Stock Option | \$ 12.23 | 04/18/2019 | | M | 10,000 | 02/18/2016 ⁽³⁾ 02/18/2025 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FANELLI A J C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145 | | X | | |

Signatures

/s/Jack E. Rothkopf, A.I.F. for A. J. Fanelli
Date: 04/19/2019

**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) Includes 2,000 shares which reflects the unvested portion of a grant originally covering 10,000 shares pursuant to the 2014 Stock Incentive Plan ("2014 SIP") that are vesting 20% per year commencing on February 18, 2016. Also includes 2,570 shares which reflects the unvested portion of a grant originally covering 4,282 shares pursuant to the 2014 SIP that are vesting 20% per year commencing on March 1, 2018.

(2) The options are vesting at the rate of 20% per year commencing on March 1, 2018.

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

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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