

POLLACK DENNIS
Form 4
April 29, 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 *
POLLACK DENNIS

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)
04/25/2019

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

C/O PRUDENTIAL BANCORP, INC., 1834 WEST 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount or Price (A) or (D) | | |
| Common Stock | 04/25/2019 | | | A | 1,110 A \$ 17.31 | D | |
| Common Stock | 04/26/2019 | | | A | 2,510 A \$ 17.31 (1) | D | |

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

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number.

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 | \$ 18.46 | | | | | 03/21/2019 ⁽³⁾ 03/21/2028 | Common Stock | 80,000 |
| Stock Option | \$ 14.42 | | | | | 08/17/2017 ⁽⁴⁾ 08/17/2026 | Common Stock | 10,000 |
| Stock Option | \$ 12.23 | | | | | 02/18/2016 ⁽⁵⁾ 02/18/2025 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POLLACK DENNIS C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145 | X | | President and CEO | |

Signatures

/s/ Jack E. Rothkopf, Attorney-in-Fact for Dennis Pollack 04/29/2019

__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) The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$17.15 to \$17.31. The reporting person undertakes to provide to Prudential Bancorp, Inc., any security holder of Prudential Bancorp, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased within the range set forth in Footnote 1 of this Form 4.

(2)

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Includes 10,000 shares which reflects the unvested portion of a grant originally covering 12,500 shares granted pursuant to the 2014 Stock Incentive Plan ("2014 SIP") that vest 20% per year commencing on March 31, 2019. Includes 1,500 shares which reflects the unvested portion of a grant originally covering 2,500 shares granted pursuant to the 2014 SIP that vest 20% per year commencing on August 17, 2017. Also includes 2,000 shares which reflects the unvested portion of a grant originally covering 10,000 shares granted pursuant to the 2014 SIP that vest 20% per year commencing on February 18, 2016.

- (3) The options vest at the rate of 20% per year commencing on March 21, 2019.
- (4) The options vest at the rate of 20% per year commencing on August 17, 2017.
- (5) The options vest 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. 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.