

PRUDENTIAL BANCORP, INC.

Form 4

March 03, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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 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 \*  
**MILLER BRUCE E**

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)  
**03/01/2017**

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

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2017		A	(A) or (D) Amount 4,282 (1) Price \$ 0	29,687 (2)	D	

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

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 information contained in this form are not  
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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)**

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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 Option	\$ 17.43	03/01/2017		A		5,707		03/01/2018 <sup>(3)</sup>	03/01/2027	Common Stock	5,707
Stock Option	\$ 12.23							02/18/2016 <sup>(4)</sup>	02/18/2025	Common Stock	30,000
Stock Option	\$ 10.68							01/05/2015 <sup>(5)</sup>	01/06/2024	Common Stock	13,345
Stock Option	\$ 7.68							01/05/2014 <sup>(6)</sup>	01/05/2023	Common Stock	13,345

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER BRUCE E C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145	X			

## Signatures

/s/Jack E. Rothkopf, Attorney-in-Fact for Bruce E.  
Miller

03/03/2017

\_\_\_\_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) Represents the grant of shares pursuant to the 2014 Stock Incentive Plan that vest 20% per year commencing on March 1, 2018.  
Includes 1,070 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of a grant made on January 5, 2013 of 5,338 shares (reflecting the adjustment for the second-step conversion exchange ratio) of common stock that is vesting at the rate of 20% per year commencing on January 5, 2014. Also includes 6,000 shares which reflects the unvested portion of a grant originally covering 10,000 shares pursuant to the 2014 Stock Incentive Plan that are vesting 20% per year commencing on February 18, 2016.
- (3) The options vest at a rate of 20% per year commencing on March 1, 2018.
- (4) The options are vesting at a rate of 20% per year commencing on February 18, 2016.

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(5) The options are vesting at a rate of 20% per year commencing on January 6, 2015.

(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.

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