

PRUDENTIAL BANCORP, INC.

Form 4

February 20, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hosier John C

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)
02/18/2015

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

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 Ownership (Instr. 4)
Common Stock	02/18/2015		A	(A) or (D) Amount 10,000 (1)	\$ 0 20,675 (2)	D	
Common Stock					5,946	I	By 401(k) Plan

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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 12.23	02/18/2015		A	30,000	02/18/2016 ⁽³⁾ 02/18/2025	Common Stock 30,000
Stock Option	\$ 10.1					01/05/2011 ⁽⁴⁾ 01/05/2020	Common Stock 13,343
Stock Option	\$ 7.68					01/05/2014 ⁽⁵⁾ 01/05/2023	Common Stock 13,343

Reporting Owners

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

Signatures

/s/Joseph R. Corrato, A.I.F. for John C.
Hosier 02/20/2015

____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) Represents the grant of shares pursuant to the 2014 Stock Incentive Plan that vest 20% per year commencing on February 18, 2016.
- (2) Includes 3,204 shares held in the 2008 Recognition and Retention Plan and Trust Agreement which reflects the unvested portions of one grant that is vesting at the rate of 20% per year commencing on January 5, 2014.
- (3) The options vest at the rate of 20% per year commencing on February 18, 2016.
- (4) The options vested at the rate of 20% per year commencing on January 5, 2011.
- (5) The options are vesting at the rate of 20% commencing 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.