

PRUDENTIAL BANCORP, INC.

Form 4

February 22, 2017

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 *
HANUSCIN JEFFREY

(Last) (First) (Middle)

**C/O PRUDENTIAL BANCORP,
 INC., 1834 WEST OREGON
 AVENUE**

(Street)

PHILADELPHIA, PA 19145

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
**PRUDENTIAL BANCORP, INC.
 [PBIP]**

3. Date of Earliest Transaction
 (Month/Day/Year)
02/18/2017

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)
First VP and Controller

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	02/18/2017		F ⁽¹⁾	327	D	\$	17.39
						7,216 ⁽²⁾	D
Common Stock						982 ⁽³⁾	I
							By 401(k) Plan
Common Stock						2,042	I
							By ESOP

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

**Persons who respond to the collection of
 information contained in this form are not**

SEC 1474
 (9-02)

required to respond unless the form displays a currently valid OMB control 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option	\$ 12.23					02/18/2016 ⁽⁴⁾	02/18/2025	Common Stock		11,000
Stock Option	\$ 10.24					06/19/2014 ⁽⁵⁾	06/19/2023	Common Stock		10,171

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HANUSCIN JEFFREY C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145	First VP and Controller

Signatures

/s/Jack E. Rothkopf, Attorney-in-Fac for Jeffrey Hanuscin 02/22/2017

____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) Disposition solely to meet tax obligation upon vesting of grant of shares pursuant to the 2014 Stock Incentive Plan.

Includes 3,000 shares which reflects the unvested portion of grant originally covering 5,000 shares pursuant to the 2014 Stock Incentive Plan that vest 20% per year commencing on February 18, 2016. Also includes 1,474 shares held in the 2008 Recognition and Retention Plan and Trust which reflects the unvested portion of a grant award originally covering 3,682 shares of common stock that is vesting at the at the rate of 20% per year commencing on June 19, 2014.

(3)

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Reflects units which reflect 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.

- (4) The options vest at the rate of 20% per year commencing on February 18, 2016.
- (5) The options are vesting at the rate of 20% per year commencing on June 19, 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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