

Grayuski Thomas J
Form 4
December 01, 2017

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 *
Grayuski Thomas J

2. Issuer Name **and** Ticker or Trading
Symbol
ESSA Bancorp, Inc. [ESSA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 PALMER STREET

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2017

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

Vice President

(Street)

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

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

STROUDSBURG, PA 18360

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/29/2017		S	300 D \$ 16.15	51,634 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock	11/29/2017		S	2,600 D \$ 16.17	49,034 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock	11/29/2017		S	251 D \$ 16.18	48,783 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock	11/29/2017		S	1,391 D \$ 16.19	47,392 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock	11/29/2017		S	200 D \$ 16.2	47,192 ⁽²⁾ ⁽³⁾ ₍₄₎	D	

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Common Stock	11/29/2017	S	100	D	\$ 16.25	47,092 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock	11/30/2017	M	4,842	A	\$ 12.35	51,934 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock						5,900	I	As custodian for child 2
Common Stock						10,383 ⁽¹⁾	I	By ESOP
Common Stock						53,671 ⁽¹⁾	I	By 401(k)
Common Stock						5,000	I	As custondia for child 1

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 (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. D S (I)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 12.35	11/30/2017		M	4,842	05/23/2009	05/23/2018	Common Stock	4,842

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Grayuski Thomas J 200 PALMER STREET	Vice President

STROUDSBURG, PA 18360

Signatures

/s/ Marc P. Levy, pursuant to power of
attorney

12/01/2017

__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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2015.
- (3) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2016.
- (4) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2017.

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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