

PRUDENTIAL BANCORP, INC.  
Form 4  
February 20, 2015

**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 \*  
Vento Thomas A

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)

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

Chairman, President and CEO

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	V Amount 60,000 (1)	\$ 0 86,444 (2)	D	
Common Stock					36,077 (3)	I	By 401(k) Plan
Common Stock					13,994	I	By ESOP

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

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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 Number of Shares
Stock Option	\$ 12.23	02/18/2015		A	110,000	02/18/2016 <sup>(4)</sup>	02/18/2025	Common Stock	110,000
Stock Option	\$ 11.84					01/05/2010 <sup>(5)</sup>	01/05/2019	Common Stock	106,700
Stock Option	\$ 7.68					01/05/2014 <sup>(6)</sup>	01/05/2023	Common Stock	19,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vento Thomas A C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145	X		Chairman, President and CEO	

## Signatures

/s/Joseph R. Corrato, A.I.F. for Thomas A. Vento 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 3,583 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of a grant award originally covering 5,953 shares of common stock that are vesting at the rate of 20% per year commencing on January 5, 2014.
- (3) Reflects units which represent share interests in the Issuer's 401(k) Plan.
- (4) The options vest at a rate of 20% per year commencing on February 18, 2016.
- (5) The options vested at a rate of 20% per year commencing on January 5, 2010.
- (6) The options are vesting at a rate of 20% per year commencing on January 5, 2014.

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