

POLLACK DENNIS
Form 4
February 15, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
POLLACK DENNIS

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)
02/14/2018

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/14/2018 | | P | 1,161 | A \$ 17.35 | 42,497 ⁽¹⁾ | D |
| Common Stock | 02/14/2018 | | P | 2 | A \$ 17.28 | 42,499 ⁽¹⁾ | D |
| Common Stock | 02/15/2018 | | P | 1,500 | A \$ 17.45 | 43,999 ⁽¹⁾ | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 14.42 | | | | | 08/17/2017 ⁽²⁾ 08/17/2026 | Common Stock | 10,000 |
| Stock Option | \$ 12.23 | | | | | 02/18/2016 ⁽³⁾ 02/18/2025 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POLLACK DENNIS C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145 | X | | President and CEO | |

Signatures

/s/ Jack E. Rothkopf, Attorney-in-Fact for Dennis Pollack
Date: 02/15/2018

__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).

- Includes 2,000 shares which reflects the unvested portion of a grant originally covering 2,500 shares granted pursuant to the 2014 Stock Incentive Plan ("2014 SIP") that vest 20% per year commencing on August 17, 2017. Also includes 6,000 shares which reflects the unvested portion of a grant originally covering 10,000 shares granted pursuant to the 2014 SIP that vest 20% per year commencing on February 18, 2016.
- (1) Includes 2,000 shares which reflects the unvested portion of a grant originally covering 2,500 shares granted pursuant to the 2014 Stock Incentive Plan ("2014 SIP") that vest 20% per year commencing on August 17, 2017. Also includes 6,000 shares which reflects the unvested portion of a grant originally covering 10,000 shares granted pursuant to the 2014 SIP that vest 20% per year commencing on February 18, 2016.
 - (2) The options vest at the rate of 20% per year commencing on August 17, 2017.
 - (3) The options vest at the rate of 20% per year commencing on February 18, 2016.

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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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