

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 \*  
MILLER BRUCE E

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) Amount 10,000 (1)	(D) Price \$ 0	21,610 (2)	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Stock Option	\$ 12.23	02/18/2015		A	30,000	02/18/2016 <sup>(3)</sup> 02/18/2025	Common Stock	30,000
Stock Option	\$ 10.68					01/05/2015 <sup>(4)</sup> 01/06/2024	Common Stock	13,343
Stock Option	\$ 7.68					01/05/2014 <sup>(5)</sup> 01/05/2023	Common Stock	13,343

## Reporting Owners

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

## Signatures

/s/ Joseph R. Corrato, A. I. F. for Bruce E. Miller 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 Trust which reflects the unvested portion of a grant made on January 5, 2013 of 5,338 shares of common stock 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 are vesting at a rate of 20% per year commencing on January 6, 2015.
- (5) The options are vesting at a rate of 20% per year commencing on 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.