

PRUDENTIAL BANCORP, INC.  
Form 4  
December 10, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
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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 \*  
FRATANDUONO SALVATORE

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)  
C/O PRUDENTIAL SAVINGS BANK, 1834 OREGON AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
\*See Remarks

PHILADELPHIA, PA 19145

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

(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	12/06/2013		I	2,029.1827 D \$ 10.4377	3,566.1084 (1)	I	By 401(k) Plan
Common Stock					5,877 (2)	D	
Common Stock					5,642	I	By ESOP

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

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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. Price of Derivative Security (Instr. 3)
Stock Option	\$ 11.84					(3) 01/05/2019	Common Stock	21,353 (3)
Stock Option	\$ 7.68					(4) 01/05/2023	Common Stock	5,901 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRATANDUONO SALVATORE C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145				*See Remarks

## Signatures

/s/Joseph R. Corrato, A.I.F. for Salvatore  
Fratanduono  
Date: 12/10/2013

\*\*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 units which represent share interests in the Issuer's 401(k) Plan. The units were disposed of within the 401(k) plan at the net asset value. Based on a report dated December 6, 2013.
- (2) Includes 3,682 shares held in the 2008 Recognition and Retention Plan Trust which reflects the unvested portion of two grants in the amounts of 8,025 shares and 2,077 shares of common stock that are vesting at the rate of 20% per year commencing on January 5, 2010 and January 5, 2014, respectively.
- (3) The options are vesting at the rate of 20% per year commencing on January 5, 2010.

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(4) The options are vesting at the rate of 20% per year commencing on January 5, 2014.

**Remarks:**

Remarks: \* Senior Vice President - Chief Lending Officer

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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