

MIGLIORINO ANTHONY V.
Form 4
April 29, 2019

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 *
MIGLIORINO ANTHONY V.

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)
04/25/2019

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President, COO

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 | 04/25/2019 | | A | 1,200 | A 17.46 <u>(1)</u> | D | |
| Common Stock | | | | | 5,575.452 <u>(3)</u> | I | By 401(k) Plan |

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

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number.

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 | \$ 18.46 | | | | | 03/21/2019 ⁽⁴⁾ 03/21/2028 | Common Stock | 45,000 |
| Stock Option | \$ 14.42 | | | | | 08/17/2017 ⁽⁵⁾ 08/17/2026 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIGLIORINO ANTHONY V. C/O PRUDENTIAL BANCORP, INC. 1834 WEST OREGON AVENUE PHILADELPHIA, PA 19145 | | | Executive Vice President, COO | |

Signatures

/s/ Jack E. Rothkopf, Attorney-in-Fact for Anthony V. Migliorino
 Date: 04/29/2019

**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) The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$17.39 to \$17.50. The reporting person undertakes to provide to Prudential Bancorp, Inc., any security holder of Prudential Bancorp, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased within the range set forth in Footnote 1 of this Form 4.

(2) Includes 4,633 shares and 1,368 shares which reflects the unvested portion of grants originally covering 5,791 shares and 1,709 shares, respectively, granted pursuant to the 2014 Stock Incentive Plan (the "2014 SIP") and the 2008 Recognition and Retention Plan and Trust Agreement ("2008 RRP"), respectively, that vest 20% per year commencing on March 21, 2019. Also, includes 17 shares which reflects the unvested portion of a grant originally covering 27 shares granted pursuant to the 2014 SIP and 4,485 shares which reflects the unvested portion of a grant originally covering 7,473 shares granted pursuant to the 2008 RRP. The grants vest 20% per year commencing

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on August 17, 2017.

- (3) Reflects units which represent share interests in the Issuer's 401(k) Plan; includes units acquired since the last filing by the reporting person.
- (4) The options vest at the rate of 20% per year commencing March 21, 2019.
- (5) The options vest at the rate of 20% per year commencing August 17, 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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