

Hosier John C
 Form 4
 January 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Hosier John C

2. Issuer Name and Ticker or Trading Symbol
 PRUDENTIAL BANCORP INC OF PENNSYLVANIA [PBIP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/05/2013

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	01/05/2013		A	(A) 5,653 (1)	\$ 0 11,307 (2)	D	
Common Stock					3,121	I	By 401(k) Plan (3)

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 (Right to Buy)	\$ 7.25	01/05/2013		A	14,134	⁽⁴⁾ 01/05/2023	Common Stock	14,134
Stock Option (Right to Buy)	\$ 9.53					⁽⁵⁾ 01/05/2020	Common Stock	14,134

Reporting Owners

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

Signatures

/s/ Joseph R. Corrato, A. I. F. for John C.
Hosier

01/08/2013

**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) Represents the grant of shares pursuant to the 2008 Recognition and Retention Plan that vest at the rate of 20% per year commencing on January 5, 2014.
- (2) Includes 2,291 shares held in the 2008 Recognition and Retention Plan Trust which reflect the unvested portion of a grant amount originally covering 5,654 shares that commenced vesting at a rate of 20% per year on January 5, 2011.
- (3) The shares are allocated to the 401(k) Plan of the reporting person's employer.
- (4) The options vest at the rate of 20% per year commencing on the first anniversary of the date of grant.
- (5) The options are vesting at the rate of 20% per year beginning commencing January 5, 2011.

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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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