

FRATANDUNO SALVATORE
 Form 3
 February 15, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| FRATANDUNO SALVATORE | | (Month/Day/Year) 02/11/2013 | PRUDENTIAL BANCORP INC OF PENNSYLVANIA [PBIP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O PRUDENTIAL BANCORP, INC., 1834 OREGON AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| PHILADELPHIA, PA 19145 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | * See footnote | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, \$0.01 par value per share | 6,201 ⁽¹⁾ | D | À |
| Common Stock, \$0.01 par value per share | 4,664 ⁽²⁾ | I | By 401(k) Plan |
| Common Stock, \$0.01 par value per share | 5,151 ⁽³⁾ | I | By ESOP |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
|---|---|--|--|--|---|-----|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 01/05/2019 | Common Stock | 22,615 | \$ 11.17 | D Â |
| Stock Option (Right to Buy) | Â <u>(5)</u> | 01/05/2023 | Common Stock | 6,250 | \$ 7.25 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRATANDUNO SALVATORE C/O PRUDENTIAL BANCORP, INC. 1834 OREGON AVENUE PHILADELPHIA, PA 19145 | Â | Â | Â * See footnote | Â |

Signatures

/s/Salvatore
Fratanduono

02/15/2013

 Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,700 shares held in the 2008 Recognition and Retention Plan Trust (the "RRP") which reflects the unvested portion of a grant amount originally covering 8,500 shares that commenced vesting at a rate of 20% per year on January 5, 2010. Also includes 2,200 shares held in the RRP which reflect the unvested portion of a grant made in January 2013 and which will commence vesting at a rate of 20% per year on January 5, 2014.
 - (2) Represents units of the Issuer's securities held in the 401(k) plan on the Reporting Person's behalf. Each unit represents one share of common stock.
 - (3) Reflects shares of common stock held in the issuer's ESOP which have been allocated to the Reporting Person's account as of December 31, 2011, the most recent plan year for which the allocation has been completed.
 - (4) The options vest at the rate of 20% per year commencing on January 5, 2010.
 - (5) The options vest at the rate of 20% per year commencing on January 5, 2014.

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Remarks:

*Â Â Â SeniorÂ ViceÂ PresidentÂ -Â ChiefÂ LendingÂ Officer

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.