Balka Jerome R Form 4 January 27, 2010

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

01/25/2010

Balka Jerome R Symbol

PRUDENTIAL BANCORP INC OF (Check all applicable) PENNSYLVANIA [PBIP]

(Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year)

C/O PRUDENTIAL SAVINGS BANK, 1834 OREGON AVENUE

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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. Transacti Code (Instr. 8)	CransactionAcquired (A) or Code Disposed of (D)		5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	` ' ` ` '	
Common Stock	01/25/2010		J <u>(1)</u>	1,500	D	\$ 0	0	I	By Marie Montone Drazen Trust (2)
Common Stock							14,307 (3)	D	
Common Stock							5,000	I	By IRA
Common Stock							500	I	By Danielle Thomas Revocable Trust (2)
							5,000	I	

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Common Stock

By Balka GrandchildrenTrust (2)

Common Stock

70 I By Estate of Helen Klara (4)

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)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ative ties red sed 3,		Underlying S	7. Title and Amount of Jnderlying Securities Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 11.17					<u>(5)</u>	01/05/2019	Common Stock	28,268	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotonig o when I take white the	Director	10% Owner	Officer	Other			
Balka Jerome R C/O PRUDENTIAL SAVINGS BANK 1834 OREGON AVENUE PHILADELPHIA, PA 19145	X						

Signatures

/s/ Joseph R. Corrato, A.I.F. for Jerome R. 01/26/2010 Balka

**Signature of Reporting Person Date

Reporting Owners 2

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) On December 31, 2009, the reporting person, as trustee of the trust, distributed the trust assets to the beneficiaries of the trust.
- The reporting person is trustee for the three trusts. The reporting person disclaims beneficial ownership of these securities, and the filing
- (2) of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) Includes 9,045 shares held in the 2008 Recognition and Retention Plan Trust which reflect the unvested portion of a grant amount originally covering 11,307 shares that commenced vesting at a rate of 20% per year on January 5, 2010.
- (4) The shares are held by an estate for which the reporting person is a guardian.
- (5) The options vest in five equal annual installments commencing on January 5, 2010.

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.