

Muto Allan A
Form 4
March 09, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Muto Allan A

(Last) (First) (Middle)

200 PALMER STREET

(Street)

STROUDSBURG, PA 18360

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ESSA Bancorp, Inc. [ESSA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	03/07/2018		M	V Amount (A) or (D) Price 4,025 A \$ 12.35	90,709 ^{(2) (3)} ₍₄₎	D	
Common Stock	03/07/2018		S	4,025 D \$ 14.4	86,684 ^{(2) (3)} ₍₄₎	D	
Common Stock	03/08/2018		M	7,919 A \$ 12.35	94,603 ^{(2) (3)} ₍₄₎	D	
Common Stock	03/08/2018		S	7,919 D \$ 14.4	86,684 ^{(2) (3)} ₍₄₎	D	
Common Stock					10,324 ⁽¹⁾	I	By 401(k)

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Common
Stock

12,311 ⁽¹⁾

I

By ESOP

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

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(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. 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 Options	\$ 12.35	03/07/2018		M	4,025	05/23/2009 05/23/2018	Common Stock	4,025
Stock Options	\$ 12.35	03/08/2018		M	7,919	05/23/2009 05/23/2018	Common Stock	7,919

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Muto Allan A 200 PALMER STREET STROUDSBURG, PA 18360	EVP and CFO

Signatures

/s/ Marc P. Levy, pursuant to power of
attorney

03/09/2018

**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 transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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- (2) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2016.
- (3) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2017.
- (4) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2018.

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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