ESSA Bancorp, Inc. Form 4 November 22, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per 0.5 response...

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Grayuski Thomas J			2. Issuer Name and Ticker or Trading Symbol ESSA Bancorp, Inc. [ESSA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chech all applicable)			
200 PALMER STREET			(Month/Day/Year) 11/18/2016	Director 10% Owner _X Officer (give title Other (specify below) Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
STROUDSBU	URG, PA 18	3360	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	ities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/18/2016		M	9,000	A	\$ 12.35	57,753 <u>(2)</u> <u>(3)</u> <u>(4)</u>	D	
Common Stock	11/18/2016		F	7,986	D	\$ 14.78	49,767 (2) (3) (4)	D	
Common Stock							5,900	I	As custodian for child 2
Common Stock							9,420 (1)	I	By ESOP
Common Stock							52,660 (1)	I	By 401(k)

Common Stock 5,000 I Stock As custodian for child 1

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Stock

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. 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock	\$ 12.35	11/18/2016		M	9,000	05/23/2009	05/23/2018	Common	9,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Grayuski Thomas J

Options

200 PALMER STREET Vice President

STROUDSBURG, PA 18360

Signatures

/s/ Marc Levy, pursuant to Power of

Attorney 11/22/2016

**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.
- (2) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2014.

Reporting Owners 2

Edgar Filing: ESSA Bancorp, Inc. - Form 4

- (3) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2015.
- (4) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2016.

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.