

Grayuski Thomas J
 Form 4
 November 06, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. 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)
 200 PALMER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

STROUDSBURG, PA 18360

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/03/2017		S	2,500	D \$ 16.1	49,434 ⁽²⁾ ⁽³⁾ ₍₄₎	D
Common Stock	11/03/2017		S	1,600	D \$ 16.12	47,834 ⁽²⁾ ⁽³⁾ ₍₄₎	D
Common Stock	11/03/2017		S	2,354	D \$ 16.13	45,480 ⁽²⁾ ⁽³⁾ ₍₄₎	D
Common Stock	11/03/2017		S	100	D \$ 16.14	45,380 ⁽²⁾ ⁽³⁾ ₍₄₎	D
Common Stock	11/03/2017		S	100	D \$ 16.15	45,280 ⁽²⁾ ⁽³⁾ ₍₄₎	D

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Common Stock	11/06/2017	M	6,654	A	\$ 12.35	51,934 ⁽²⁾ ⁽³⁾ <u>(4)</u>	D	
Common Stock						5,900	I	As custodian for child 2
Common Stock						10,383 ⁽¹⁾	I	By ESOP
Common Stock						53,676 ⁽¹⁾	I	By 401(k)
Common Stock						5,000	I	As custodian for child 1

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

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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 Options	\$ 12.35	11/06/2017		M	6,654	05/23/2009 05/23/2018	Common Stock	6,654

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grayuski Thomas J 200 PALMER STREET STROUDSBURG, PA 18360			Vice President	

Signatures

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

11/06/2017

__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, 2015.
 - (3) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2016.
 - (4) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2017.

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.