

ESSA Bancorp, Inc.  
Form 4  
February 22, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
02/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/21/2017		S	1,957	D \$ 16.5	79,554 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub> <sub>(5)</sub>	D
Common Stock	02/21/2017		S	100	D \$ 16.55	79,454 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub> <sub>(5)</sub>	D
Common Stock	02/21/2017		S	20	D \$ 16.57	79,434 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub> <sub>(5)</sub>	D
Common Stock	02/21/2017		S	107	D \$ 16.58	79,327 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub> <sub>(5)</sub>	D
Common Stock	02/21/2017		S	100	D \$ 16.59	79,227 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub> <sub>(5)</sub>	D

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Common Stock	02/21/2017	S	240	D	\$ 16.6	78,987 <sup>(2) (3)</sup> <u>(4) (5)</u>	D	
Common Stock						10,029 <sup>(1)</sup>	I	By 401(k)
Common Stock						11,349 <sup>(1)</sup>	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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 12.35					Date Exercisable: 05/23/2009 Expiration Date: 05/23/2018	Common Stock	Amount or Number of Shares: 90,000

## 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

02/22/2017

\_\_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, 2014.
- (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.
- (5) 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.

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