

Grayuski Thomas J
Form 4
January 29, 2018

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)

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

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

200 PALMER STREET

01/26/2018

Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

STROUDSBURG, PA 18360

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/26/2018		S	8,349 D \$ 16.35	45,162 ⁽²⁾ ⁽³⁾ ₍₄₎ ₍₅₎	D	
Common Stock	01/26/2018		S	34 D \$ 16.26	45,128 ⁽²⁾ ⁽³⁾ ₍₄₎ ₍₅₎	D	
Common Stock	01/26/2018		M	8,383 A \$ 12.35	53,511 ⁽²⁾ ⁽³⁾ ₍₄₎ ₍₅₎	D	
Common Stock					5,900	I	As custodian for child 2
Common Stock					10,383 ⁽¹⁾	I	By ESOP

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- (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.
- (5) 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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