

Warner V Gail
Form 4
June 11, 2009

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 *
Warner V Gail

(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)
06/09/2009

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 below) ____ Other (specify below)

Vice President

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	06/09/2009		S	2,295 D	\$ 13.63 54,653 ⁽²⁾	D	
Common Stock	06/09/2009		S	800 D	\$ 13.53 53,853 ⁽²⁾	D	
Common Stock	06/10/2009		S	600 D	\$ 13.64 53,253 ⁽²⁾	D	
Common Stock	06/10/2009		S	500 D	\$ 13.66 52,753 ⁽²⁾	D	
Common Stock	06/10/2009		S	100 D	\$ 13.68 52,653 ⁽²⁾	D	

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Common Stock	06/10/2009	S	100	D	\$ 13.67	52,553 ⁽²⁾	D	
Common Stock	06/10/2009	S	36	D	\$ 13.317	52,517 ⁽²⁾	D	
Common Stock	06/10/2009	S	100	D	\$ 13.277	52,417 ⁽²⁾	D	
Common Stock	06/10/2009	S	100	D	\$ 13.268	52,317 ⁽²⁾	D	
Common Stock	06/10/2009	S	100	D	\$ 13.259	52,217 ⁽²⁾	D	
Common Stock	06/10/2009	S	100	D	\$ 13.152	52,117 ⁽²⁾	D	
Common Stock	06/10/2009	S	64	D	\$ 13.1	52,053 ⁽²⁾	D	
Common Stock	06/10/2009	S	200	D	\$ 13.172	51,853 ⁽²⁾	D	
Common Stock	06/11/2009	S	400	D	\$ 13.48	51,453 ⁽²⁾	D	
Common Stock	06/11/2009	S	219	D	\$ 13.35	51,234 ⁽²⁾	D	
Common Stock						18,216 ⁽¹⁾	I	By 401(k)
Common Stock						2,600	I	As custodian for child
Common Stock						1,691	I	By IRA
Common Stock						2,407 ⁽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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock	\$ 12.35						05/23/2009	05/23/2018	Common	117,904
Options									Stock	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warner V Gail 200 PALMER STREET STROUDSBURG, PA 18360			Vice President	

Signatures

/s/ V. Gail
Warner

06/11/2009

__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 that vest at a rate of 20% per year commencing on May 23, 2009.
- (3) Reflects stock options that vest at a rate of 20% per year commencing on May 23, 2009.

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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