

Fitzgerald John S
 Form 4
 December 19, 2011

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 *
 Fitzgerald John S

(Last) (First) (Middle)
 400 SOMERSET STREET
 (Street)

NEW BRUNSWICK, NJ 08901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Magyar Bancorp, Inc. [MGYR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/16/2011

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)
 President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/16/2011 | | P | V Amount (A) or (D) Price \$ 2.5 | 26,652 ^{(1) (4)} ₍₅₎ | D | |
| Common Stock | 12/16/2011 | | P | V Amount (A) or (D) Price \$ 2.51 | 26,752 ^{(1) (4)} ₍₅₎ | D | |
| Common Stock | | | | | 4,800 | I | By IRA |
| Common Stock | | | | | 6,576 ⁽²⁾ | I | By 401(k) |
| Common Stock | | | | | 4,063 ⁽²⁾ | I | By ESOP |

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options | \$ 14.61 | | | | | 03/01/2008 | 03/01/2017 | Common Stock | 32,500 <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fitzgerald John S 400 SOMERSET STREET NEW BRUNSWICK, NJ 08901 | X | | President and CEO | |

Signatures

/s/ Jon Ansari, Pursuant to Power of Attorney
Date: 12/19/2011

**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) Includes 15,400 shares of restricted stock that vests at a rate of 20% per year commencing on March 1, 2008.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Stock options vest at a rate of 20% per year commencing on March 1, 2008.
- (4) Includes 7,000 shares of restricted stock that vests at a rate of 20% per year commencing on April 1, 2011.
- (5) Includes 3,252 shares of restricted stock that vests at a rate of 20% per year commencing on April 1, 2012.

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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