

YANG ANDREW T  
Form 4  
February 20, 2013

**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 \*  
YANG ANDREW T

(Last) (First) (Middle)  
SOUTHPOINTE, 275  
TECHNOLOGY DR  
(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ANSYS INC [ANSS]

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2013

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)  
VP and General Manager

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/18/2013		M	31,488 A \$ 0	31,488	D	
Common Stock	02/18/2013		F	14,557 D \$ 75.62	16,931	D	

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

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SEC 1474 (9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/18/2013		M	31,488	(2)	(2)	Common Stock	31,488

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YANG ANDREW T SOUTHPOINTE 275 TECHNOLOGY DR CANONSBURG, PA 15317			VP and General Manager	

## Signatures

Annette Arribas,  
Attorney-in-Fact

02/20/2013

\*\*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) Due to a market holiday on 2/18/2013 the fair market value used, for the shares withheld to cover the employer's tax withholding obligation, was the previous trading day's closing market price of the issuer's stock as defined by the governing plan.
- (2) Restricted Stock Units vest 33.33% each year beginning 1/1/2012, based on the Issuer's performance requirements over a three year period, as will be determined by the Issuer's Compensation Committee following the December 31 of each of the three calendar years beginning with the calendar year starting 01/01/2012.

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. : Opt; MARGIN-LEFT: Opt; TEXT-INDENT: Opt; TEXT-ALIGN: right">397,021

### Benefits

Medical/Vision

0

55,006

0

36,671

36,671

0

36,671

Dental

0

0

0

2,995

2,995

0

2,995

Life Insurance

0

498

166

332

0

0

Explanation of Responses:

332

LTD/LTC

0

0

0

5,328

0

0

5,328

Accident

0

0

0

496

0

0

496

Pension BEP Benefits

0

0

0

0

0

0

0

ESOP BEP Benefits

0

0

Explanation of Responses:

0

0

0

0

0

**Total Benefits**

0

55,504

166

45,822

39,666

0

45,822

**Total Cash & Benefits**

0

55,504

166

526,610

520,454

**19,563**

**442,843**

Value Unvested Options Acceleration

0

0

0

0

0

0

0

Value Unvested Awards Acceleration

0

0

0

0

561,000

561,000

561,000

**Total**

**\$ 0**

**\$ 55,504**

**\$ 166**

**\$ 526,610**

**\$1,081,454**

**\$580,563**

**\$1,003,843**

*Erika Parisi*

Salary

\$ 0

\$ 0

\$ 0

\$ 469,500

\$ 480,788

\$ 19,563

\$ 387,338

Incentive/Bonus

0

0

0

9,551

Explanation of Responses:

0

0

9,683

**Total Cash Payments**

0

0

0

479,051

480,788

19,563

397,021

Benefits



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Medical/Vision

0

55,006

0

36,671

36,671

0

36,671

Dental

0

0

0

2,995

2,995

0

2,995

Life Insurance

0

498

166

332

0

0

332

LTD/LTC

0

0

0

Explanation of Responses:

5,589

0

0

5,589

Accident

0

0

0

496

0

0

496

Pension BEP Benefits

0

0

0

0

0

0

0

ESOP BEP Benefits

0

0

0

0

0

0

0

**Total Benefits**

0

55,504

166

46,083

39,666

0

46,083

**Total Cash & Benefits**

0

55,504

166

525,134

520,454

19,563

443,104

Value Unvested Options Acceleration

0

0

Explanation of Responses:

0

0

0

0

0

Value Unvested Awards Acceleration

0

0

0

0

561,000

561,000

561,000

**Total**

**\$ 0**

**\$ 55,504**

**\$ 166**

**\$ 525,134**

**\$1,081,454**

**\$580,563**

**\$1,004,104**

21

**DIRECTOR COMPENSATION**

Set forth below is a table providing information concerning the compensation of the non-employee directors of the Company for the fiscal year ended June 30, 2008.

Name	Fees Earned					Total
	or Paid in Cash	Stock Awards <sup>(1)</sup>	Option Awards <sup>(2)</sup>	Change in Pension Value <sup>(3)</sup>	All Other Compensation <sup>(4)</sup>	
John J. Mazur, Jr.	\$111,440	\$131,939	\$78,856	\$41,154	\$40,354	\$403,743
Matthew T. McClane	\$97,450	\$131,939	\$78,856	\$23,064	\$43,625	\$374,934
John F. McGovern	\$100,100	\$131,939	\$78,856	\$19,003	\$36,970	\$366,868
Theodore J. Aanensen	\$99,250	\$131,939	\$78,856	\$33,110	\$25,853	\$369,008
Joseph P. Mazza	\$100,250	\$131,939	\$78,856	\$19,018	\$38,070	\$368,133
John F. Regan	\$99,250	\$131,939	\$78,856	\$29,202	\$21,977	\$361,244
Henry S. Parow	\$98,950	\$131,939	\$78,856	\$22,975	\$38,476	\$371,196
Leopold W. Montanaro	\$88,450	\$131,939	\$78,856	\$21,443	\$38,702	\$359,390

- (1) Represents the compensation cost recognized by the Company for fiscal 2008 in connection with restricted stock awards granted to the individual, regardless of the year of grant and calculated in accordance with Statement of Financial Accounting Standard (“SFAS”) 123R for financial statement purposes. For more information concerning the assumptions used for these calculations, please see Note 12 of Notes to Consolidated Financial Statements in the 2008 Annual Report to Shareholders. This amount does not reflect dividends paid on unvested restricted stock, which is included under “All Other Compensation.”
- (2) Represents the compensation cost recognized by the Company for fiscal 2008 in connection with options to purchase shares of Common Stock granted to the individual, regardless of the year of grant and calculated in accordance with SFAS 123R for financial statement purposes. For more information concerning the assumptions used for these calculations, please see Note 12 of Notes to Consolidated Financial Statements in the 2008 Annual Report to Shareholders. Each director currently holds options to purchase 133,655 shares of Common Stock at an option exercise price of \$11.55 per share. These such options were granted on October 24, 2005 and vest at the rate of 20% per year, beginning on the one-year anniversary of the date of the award
- (3) For more information concerning the Directors Consultation and Retirement Plan, please see Note 12 of Notes to Consolidated Financial Statements in the 2008 Annual Report to Shareholders.
- (4) For 2008, all other compensation included the following:

Name	Health Care	Long Term	Bank Owned	Accrued		Total
	and Dental	Care	Life	Bonus **	Dividends on Unvested Stock Awards	
	Premiums	Premiums	Insurance*			All Other Compensation
John J. Mazur, Jr.	\$18,618	\$3,124	\$747	\$0	\$17,865	\$40,354
Matthew T. McClane	\$12,067	\$6,770	\$6,923	\$0	\$17,865	\$43,625
John F. McGovern	\$18,618	\$0	\$487	\$0	\$17,865	\$36,970
Theodore J. Aanensen	\$1,462	\$4,980	\$1,546	\$0	\$17,865	\$25,853
Joseph P. Mazza	\$13,365	\$5,110	\$1,730	\$0	\$17,865	\$38,070
John F. Regan	\$0	\$2,566	\$1,546	\$0	\$17,865	\$21,977

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Henry S. Parow	\$12,067	\$8,544	\$ 0	\$0	\$17,865	\$38,476
Leopold W. Montanaro	\$12,067	\$7,746	\$1,024	\$0	\$17,865	\$38,702

\*For each director other than Mr. Parow, the Company maintains life insurance arrangements providing for a death benefit of \$500,000 for each director.

\*\*Payments under the Directors Incentive Compensation Plan. The Board determined to suspend payments under the Directors Incentive Compensation Plan for the fiscal year ended June 30, 2008 and for the calendar year 2008.

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**Board Fees.** Directors are currently paid a fee of \$1,250 per Bank board meeting attended, \$600 per Company meeting attended and \$600 per Kearny MHC meeting attended. The chairman receives a higher fee of \$1,500, \$720 and \$720, for bank, holding company and mutual holding company meetings, respectively. Directors are also paid a fee for participation in special meetings of the Board of Directors. Participation in a special meeting by means of a conference telephone or similar communications device through which all persons participating can hear each other at the same time constitutes presence in person for all purposes. Attendance in person is required in order to be paid for regularly scheduled board meetings.

Members of the Kearny Federal Savings Bank Executive Committee are currently paid \$1,200 per committee meeting attended; the chairman receives a higher fee of \$1,440 for Executive Committee meetings. Each member of the Kearny Federal Savings Bank Board of Directors is also a member of the Executive Committee. Members of the Audit & Compliance Committee and the chairman of this committee are paid \$250 and \$350, respectively, for each meeting attended. Members of the Compensation Committee and the chairman of this committee are paid \$250 and \$300, respectively, for each meeting attended.

Directors also receive an annual retainer as follows: \$32,000 for service on Kearny Federal Savings Bank's board, \$9,000 for service on Kearny Financial Corp.'s board and \$9,000 for service on Kearny MHC's board. Directors who also serve as employees do not receive compensation as directors.

**Directors Consultation and Retirement Plan.** Kearny Financial Corp. maintains a Directors Consultation and Retirement Plan (the "DCRP"). The DCRP provides retirement benefits to the directors of Kearny Financial Corp., Kearny MHC and Kearny Federal Savings Bank based upon the number of years of service as a director. To be eligible to receive benefits under the DCRP, a director generally must have completed at least 5 years of service and must not retire from the board prior to reaching 60 years of age. If a director agrees to become a consulting director upon retirement, he will receive a monthly payment equal to 2.5% of the total retainer plus fees paid for attendance at regular and special meetings and meetings of the executive committee paid to him by Kearny Financial Corp., Kearny MHC and Kearny Federal Savings Bank during the 12-month period prior to the date of retirement multiplied by the number of years of service as a director, not to exceed 80% of board compensation. Benefits under the DCRP begin upon a director's retirement and are paid for life; provided, however, that in the event of a director's death prior to the receipt of 120 monthly payments, payments shall continue to the director's surviving spouse or estate until 120 payments have been made. In the event there is a change in control (as defined in the DCRP), all directors will be presumed to be eligible to receive benefits under the DCRP and each director will receive a lump sum payment equal to the present value of future benefits payable. Benefits under the DCRP are unvested and forfeitable until retirement at or after age 60 with at least 5 years of service, termination of service following a change in control, disability following at least 5 years of service or death.

**Directors Incentive Compensation Plan.** In December 2005, the Board of Directors adopted the Directors Incentive Compensation Plan which provides a cash payment to each non-employee director each time a cash dividend on the Company's common stock is paid, in an amount equivalent to the cash dividend payable as if the director had exercised all stock options held by the director as of the dividend record date whether or not such options held as of the dividend record date are exercisable. Payment of compensation based upon stock options held expires with the expiration or exercise of the underlying options. This plan may be amended, modified, suspended or canceled by the Board of Directors at any time. The Board determined in December 2006 to suspend payments under this plan. The Board has not made any determination regarding whether future payments will be made under this plan in 2009 or in later years.

## PROPOSAL II - RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee of Board of Directors of the Company has appointed Beard Miller Company LLP as the Company's independent auditor for the fiscal year ending June 30, 2009. This appointment is being submitted to the Company's shareholders for ratification. Beard Miller was the Company's independent auditor for the fiscal year ended June 30, 2008. A representative of Beard Miller is expected to be present at the Annual Meeting, will have the opportunity to make a statement if he or she so desires, and is expected to be available to respond to appropriate questions.

Ratification of the appointment of the independent auditor requires the affirmative vote of a majority of the votes cast, in person or by proxy, by the shareholders of the Company at the Annual Meeting. **The Board of Directors recommends that shareholders vote "FOR" the ratification of the appointment of Beard Miller Company LLP as the Company's independent auditor for the 2009 fiscal year.**

## INFORMATION REGARDING INDEPENDENT AUDITOR

**Principal Accounting Fees and Services.** Under the Sarbanes-Oxley Act of 2002, all auditing services and non-audit services provided by an issuer's independent auditor must be approved by the issuer's audit committee prior to such services being rendered or be approved pursuant to pre-approval policies and procedures established by the issuer's audit committee. The Company's Audit Committee approves each service prior to the engagement of the auditor for all audit and non-audit services. All of the services listed below were approved by the Audit Committee prior to the service being rendered. There were no non-audit services described below that were not recognized as non-audit services at the time of engagement that were approved after the fact pursuant to the de minimus exception under the Sarbanes-Oxley Act.

**Audit Fees.** Audit fees consist of fees for professional services rendered for the audit of the Company's annual consolidated financial statements and for the review of the quarterly consolidated financial statements. The aggregate audit fees billed by Beard Miller for the year ended June 30, 2008 and 2007 were \$275,200 and \$266,021, respectively.

**Audit-Related Fees.** Audit-related fees consist principally of assurance and related services normally provided by the independent auditor in connection with statutory and regulatory filings. The aggregate audit related fees billed by Beard Miller for the year ended June 30, 2008 and 2007 were \$42,337 and \$31,493, respectively.

**Tax Fees.** The aggregate fees billed by Beard Miller for professional services rendered for tax compliance, tax advice and tax planning totaled \$46,155 and \$28,750 for the years ended June 30, 2008 and 2007, respectively. Tax-related services consisted of tax return preparation and consultation.

**All Other Fees.** The aggregate fees billed by Beard Miller for professional services rendered for services or products other than those listed under the captions "Audit Fees," "Audit-Related Fees," and "Tax Fees" totaled \$9,200 for the year ended June 30, 2008 and \$0 for the year ended June 30, 2007.



**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of the Common Stock, to file reports of ownership and changes in ownership of the Common Stock with the Securities and Exchange Commission and to provide copies of those reports to the Company. The Company is not aware of any beneficial owner, as defined under Section 16(a), of more than ten percent of the outstanding common stock, other than Kearny MHC. Based solely on its review of these reports or representations from the reporting persons that no filings are due, the Company believes that all Section 16(a) filing requirements applicable to its officers and directors were complied with during the 2008 fiscal year.

**SHAREHOLDER COMMUNICATIONS TO THE BOARD**

**AND SHAREHOLDER PROPOSALS**

The Board of Directors does not have a formal process for shareholders to send communications to the Board. In view of the infrequency of shareholder communications to the Board of Directors, the Board does not believe that a formal process is necessary. Written communications received by the Company from shareholders are shared with the full Board no later than the next regularly scheduled Board meeting.

In order to be considered for inclusion in the Company's proxy materials for the annual meeting of shareholders for the fiscal year ending June 30, 2009, all shareholder proposals must be received at the Company's executive office at 120 Passaic Avenue, Fairfield, New Jersey, 07004 no later than June 2, 2009.

Under the Company's bylaws, any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the Company at least five days before the date of the annual meeting, and all business so stated, proposed and filed shall be considered at the annual meeting; but no other proposal shall be acted upon at the annual meeting.

Unless unable to attend due to illness or other unforeseen circumstances, each member of the Board of Directors is present at annual meetings. All nine directors attended the 2007 Annual Meeting of Shareholders.

**SHAREHOLDERS SHARING A SINGLE ADDRESS**

Only one copy of this proxy statement and the accompanying annual report to shareholders is being delivered to multiple shareholders sharing an address unless the Company has previously received contrary instructions from one or more of such shareholders. On written or oral request to the Secretary of Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey 07004 (973) 244-4500, the Company will deliver promptly a separate copy of this proxy statement and the Annual Report to a shareholder at a shared address to which a single copy of the documents was delivered. Shareholders sharing an address who wish, in the future, to receive separate copies or a single copy of our proxy statements and annual reports should provide written or oral notice to the Secretary at the address and telephone number set forth above.

**OTHER MATTERS**

The Board of Directors is not aware of any other matters to come before the Annual Meeting. However, if any other matters should properly come before the Annual Meeting or any adjournments, it is intended that proxies in the accompanying form will be voted in respect thereof in accordance with the judgment of the persons named in the accompanying proxy.

**MISCELLANEOUS**

The Company will bear the cost of soliciting proxies. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses that they incur in forwarding proxy materials to the beneficial owners of Common Stock. In addition to soliciting proxies by mail, directors, officers, and regular employees of the Company may solicit proxies personally or by telephone without additional compensation.

The Company's 2008 Annual Report to Shareholders, which includes a copy of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2008, accompanies this proxy statement. Except in the extent specifically incorporated by reference, the Annual Report is not to be treated as part of the proxy solicitation material nor as having been incorporated by reference herein.

# REVOCABLE PROXY

KEARNY FINANCIAL CORP.

/X/ PLEASE MARK VOTES

AS IN THIS EXAMPLE

ANNUAL MEETING OF SHAREHOLDERS

October 27, 2008

WITH FOR ALL

FOR HOLD EXCEPT

1. The election as director

of the nominees listed

(except as marked to the

contrary below):

The undersigned hereby appoints the Board of Directors of Kearny Financial Corp. (the "Company"), or its designee, with full powers of substitution, to act as attorneys and proxies for the undersigned, to vote all shares of common stock of the Company, which the undersigned is entitled to vote at the Annual Meeting of Shareholders (the "Annual Meeting"), to be held at the offices of Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey on October 27, 2008, at 10:00 a.m. and at any and all adjournments thereof, in the following manner:

**Theodore J. Aanensen**

**Joseph P. Mazza**

**John F. Regan**

**INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write the nominee's name in the space provided below.**

---

FOR AGAINST ABSTAIN

1. Ratification of the appoint-

ment of Beard Miller

Company LLP as the

Company's independent

auditor for the fiscal year

ending June 30, 2009.

**THIS PROXY WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR THE LISTED NOMINEES AND FOR PROPOSAL 2. IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY WILL BE VOTED BY THOSE NAMED IN THIS PROXY IN ACCORDANCE WITH THE DETERMINATION OF THE BOARD OF DIRECTORS. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE ANNUAL MEETING. THIS PROXY CONFERS DISCRETIONARY AUTHORITY ON THE HOLDERS THEREOF TO VOTE WITH RESPECT TO THE ELECTION OF ANY PERSON AS DIRECTOR WHERE THE NOMINEE IS UNABLE TO SERVE OR FOR GOOD CAUSE WILL NOT SERVE AND MATTERS INCIDENT TO THE CONDUCT OF THE ANNUAL MEETING.**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.**

Please be sure to sign and date this proxy in the box      Date  
below  
Shareholder sign above.                      Co-holder (if any) sign above.

Should the above shareholder be present and elect to vote at the Annual Meeting or at any adjournment thereof and after notification to the Secretary of the Company at the Annual Meeting of the shareholder's decision to terminate this proxy, then the power of said attorneys and proxies shall be deemed terminated and of no further force and effect. The above shareholder acknowledges receipt from the Company prior to the execution of this proxy of notice of the Annual Meeting, a Proxy Statement therefor and the 2008 Annual Report to Shareholders. Please sign exactly as your name appears on this proxy card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

**PLEASE ACT PROMPTLY**

**SIGN, DATE AND MAIL YOUR PROXY CARD TODAY**

---

**VOTING INSTRUCTION FORM**

**KEARNY FINANCIAL CORP.**  
**/X/ PLEASE MARK VOTES**

**AS IN THIS EXAMPLE**

<b>4</b>		<b>WITH FORALL</b>
<b>ANNUAL MEETING OF SHAREHOLDERS</b>	<b>0</b>	<b>FOR HOLD EXCEPT</b>

<b>OCTOBER 27, 2008</b>	<b>1</b>	1. The election as director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>K</b>		of the nominees listed			

The undersigned hereby instructs the Trustee of the Kearny Federal Savings Bank Employees' Savings and Profit Sharing Plan and Trust ("401(k) Plan") to vote, as designated below, all the shares of Common Stock of Kearny Financial Corp. ("Company") allocated to the 401(k) Plan account of the undersigned as of September 5, 2008 at the Annual Meeting of Shareholders (the "Annual Meeting"), to be held at the offices of Kearny Financial Corp., 120 Passaic Avenue, Fairfield, New Jersey on October 27, 2008, at 10:00 a.m. and sat any and all adjournments thereof, in the following manner:

(except as marked to the contrary below):

**Theodore J. Aanensen**

**Joseph P. Mazza**

**John F. Regan**

**INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write the nominee's name in the space provided below.**

**FOR AGAINST ABSTAIN**

1. Ratification of the appoint-	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
ment of Beard Miller			
Company LLP as the			
Company's independent			
auditor for the fiscal year			

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ending June 30, 2009.

**If you return this 401(k) Plan Voting Instruction Form, properly signed, but you do not otherwise specify, shares allocated to your 401(k) Plan account will be voted "FOR" the above listed nominees and proposals. If you do not return this Voting Instruction Form, your shares will be voted by the Trustees at the direction of the Company's Board of Directors serving as the 401(k) Plan Administrator.**

\_\_\_\_\_  
Please be sure to sign and date      DATE

this form in the box below

**The Company's Board of Directors recommends a vote "FOR" the above listed nominees and proposals. It is anticipated that the Company's Board of Directors, serving as the 401(k) Plan Administrator, will (subject to its fiduciary duty) instruct the 401(k) Plan Trustee to vote all shares for which no timely voting direction is received "FOR" the above listed nominees and proposals.**

Sign above

Detach above form, sign, date and mail in postage paid envelope

**KEARNY FINANCIAL CORP.**

**120 PASSAIC AVENUE**

**FAIRFIELD, NEW JERSEY 07004**

**PLEASE ACT PROMPTLY**

**PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS VOTING INSTRUCTION FORM PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**

The above 401(k) Plan participant acknowledges receipt from the Company prior to the execution of this proxy of notice of the Annual Meeting, a Proxy Statement therefor and the 2008 Annual Report to Shareholders. Please sign exactly as your name appears on this form. When signing as attorney, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE FORM IN THE ENVELOPE PROVIDED.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



**If you return the form properly signed, but you do not otherwise specify, shares will be voted "FOR" the above listed nominees and proposals. If you do not return this form, your shares will be voted by the Trustees as directed by the ESOP Committee consisting of the outside directors of the Company's Board of Directors.**

\_\_\_\_\_  
Please be sure to sign and date      DATE

this form in the box below

Sign above

Detach above form, sign, date and mail in postage paid envelope

**KEARNY FINANCIAL CORP.**

**120 PASSAIC AVENUE**

**FAIRFIELD, NEW JERSEY 07004**

**PLEASE ACT PROMPTLY**

**PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS VOTING INSTRUCTION FORM PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**

The above participant acknowledges receipt from the Company prior to the execution of this proxy of notice of the Annual Meeting, a Proxy Statement therefor and the 2008 Annual Report to Shareholders. Please sign exactly as your name appears on this form. When signing as attorney, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

**IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE FORM IN THE ENVELOPE PROVIDED.**

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