

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **1999-03-26** | Period of Report: **1997-04-23**

SEC Accession No. **0000950115-99-000409**

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SUBJECT COMPANY

PRIME BANCORP INC /PA

CIK: **823550** | IRS No.: **232528428** | State of Incorpor.: **PA** | Fiscal Year End: **1231**

Type: **3** | Act: **34** | File No.: **000-17286** | Film No.: **99573893**

SIC: **6035** Savings institution, federally chartered

Business Address

7111 VALLEY GREEN RD

FORT WASHINGTON PA

19034

2157425300

REPORTING OWNER

FOX ROBERT A

CIK: **1079941**

Type: **3**

Mailing Address

RAS INDUSTRIES

165 TOWNSHIP LANE RD ONE

PITCAIRN PLACE

JENKINTOWN PA 19046

Business Address

RAS INDUSTRIES

165 TOWNSHIP LANE RD ONE

PITCAIRN PLACE

JENKINTOWN PA 19046

 OMB APPROVAL

 OMB Number 3235-0104
 Expires: Sept. 30, 1998
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 hours per response 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person

Fox,	Robert	A.
(Last)	(First)	(Middle)
c/o RAF Industries 165 Township Line Road, 1 Pitcairn Place		
(Street)		
Jenkintown PA 19046		
(City)	(State)	(Zip)

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2. Date of Event Requiring Statement (Month/Day/Year)

April 23, 1997

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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Issuer Name and Ticker or Trading Symbol

Prime Bancorp, Inc./ PBNK

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5 Relationship of Reporting Person to Issuer
 (Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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6. If Amendment, Date of Original (Month/Year)

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

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Beneficially Owned

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<TABLE>
 <CAPTION>

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
<S>	<C>	<C>	<C>

Common Stock	40,000 (1)	D	
Common Stock	5,000 (1)	I	(2)

</TABLE>

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

(Print or Type Responses)

(1) and (2) -- See page 3 attached hereto.

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

1. Title of Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security:	7. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title		Amount or Number of Shares	
<S>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

Robert A. Fox

3/22/99

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient. See Instruction 6 for procedure.

- (1) All amounts have been adjusted to reflect the Issuer's 2-for-1 stock split during June, 1998 and its ten percent (10%) stock dividend in February, 1996.
- (2) By Robert A. Fox and Richard D. Fox Co-Trustees Under Will of Fred Fox
f/b/o Robert A. Fox