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Beneficial Mutual Bancorp Inc Form 8-K April 01, 2008

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SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 28, 2008

BENEFICIAL MUTUAL BANCORP, INC.

(Exact Name of Registrant as Specified in Its Charter)

United States 1-33476 56-2480744
-----(State or other jurisdiction of incorporation or organization)

1-33476 56-2480744
-----(Commission (IRS Employer Indentification No.)

(215) 864-6000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act $(17\ \text{CFR}\ 230.425)$
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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(a) On March 28, 2008, the Board of Directors of Beneficial Mutual Bancorp, Inc. (the "Company") amended Article III, Section 2 of the Company's Bylaws to decrease the number of Company directors from seventeen (17) to thirteen (13). A copy of the Company's Bylaws, as amended, is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Number Description

3.2 Bylaws of Beneficial Mutual Bancorp, Inc.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

BENEFICIAL MUTUAL BANCORP, INC.

Date: March 31, 2008 By: /s/ Joseph F. Conners

Joseph F. Conners Executive Vice President and Chief Financial Officer