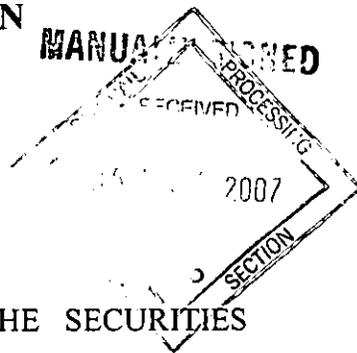


SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED) for the transition period from \_\_\_\_\_ to \_\_\_\_\_



Commission file number: 000-52267

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Polonia Bank Retirement Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Polonia Bancorp  
3993 Huntingdon Pike  
Huntingdon Valley, PA 19006**

**PROCESSED**

JAN 24 2007 *E*

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FINANCIAL



## REQUIRED INFORMATION

**Item 1-3.** Polonia Bank Retirement Plan (the "Plan") is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and files plan financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA. The Plan files such financial statements and schedules in lieu of the financial statements required by these items as permitted by Item 4.

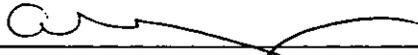
**Item 4.** The Plan, which is subject to ERISA, files plan financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA. A copy of the Plan's Schedule I to the Form 5500 Annual Report is filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 12, 2007

### Polonia Bank Retirement Plan

By:   
\_\_\_\_\_  
Anthony J. Szuszczevicz  
Trustee

By:   
\_\_\_\_\_  
Paul D. Rutkowski  
Trustee

**SCHEDULE I  
(Form 5500)**

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

**Financial Information -- Small Plan**

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

► File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

**2005**

This Form is Open to  
Public Inspection.

For calendar year 2005 or fiscal plan year beginning 01/01/2005 and ending 12/31/2005

**A** Name of plan  
POLONIA BANK 401(K)

**B** Three-digit plan number 001

**C** Plan sponsor's name as shown on line 2a of Form 5500  
POLONIA BANK

**D** Employer Identification Number  
23-1692415

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

**Part I Small Plan Financial Information**

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. Include all income and expenses of the plan including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar.

		(a) Beginning of Year	(b) End of Year
		1a	2160191
<b>1 Plan Assets and Liabilities:</b>			
<b>a</b> Total plan assets	<b>1a</b>	2094000	2160191
<b>b</b> Total plan liabilities	<b>1b</b>	529	0
<b>c</b> Net plan assets (subtract line 1b from line 1a)	<b>1c</b>	2093471	2160191
<b>2 Income, Expenses, and Transfers for this Plan Year:</b>		(a) Amount	(b) Total
<b>a</b> Contributions received or receivable			
(1) Employers	<b>2a(1)</b>	125000	
(2) Participants	<b>2a(2)</b>	74711	
(3) Others (including rollovers)	<b>2a(3)</b>	0	
<b>b</b> Noncash contributions	<b>2b</b>	0	
<b>c</b> Other income	<b>2c</b>	29376	
<b>d</b> Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	<b>2d</b>		299057
<b>e</b> Benefits paid (including direct rollovers)	<b>2e</b>	225935	
<b>f</b> Corrective distributions (see instructions)	<b>2f</b>	0	
<b>g</b> Certain deemed distributions of participant loans (see instructions)	<b>2g</b>	0	
<b>h</b> Other expenses	<b>2h</b>	6432	
<b>i</b> Total expenses (add lines 2e, 2f, 2g, and 2h)	<b>2i</b>		232367
<b>j</b> Net income (loss) (subtract line 2i from line 2d)	<b>2j</b>		66720
<b>k</b> Transfers to (from) the plan (see instructions)	<b>2k</b>		0

**3 Specific Assets:** If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

	Yes	No	Amount
<b>a</b> Partnership/joint venture interests	<b>3a</b>	X	
<b>b</b> Employer real property	<b>3b</b>	X	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v8.2

Schedule I (Form 5500) 2005

	Yes	No	Amount
3c Real estate (other than employer real property) .....		X	
d Employer securities .....		X	
e Participant loans .....		X	
f Loans (other than to participants) .....	X		60289
g Tangible personal property .....		X	

Part II Transactions During Plan Year

	Yes	No	Amount
4 During the plan year:			
a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See Instructions and DOL's Voluntary Fiduciary Correction Program.) .....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance .....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? .....		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.) .....		X	
e Was the plan covered by a fidelity bond? .....	X		220000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
i Did the plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest? .....		X	
j Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....		X	
k Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If no, attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.) .....	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year.  Yes  No Amount \_\_\_\_\_

5b If during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See Instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
_____	_____	_____
_____	_____	_____
_____	_____	_____