

PRUDENTIAL FINANCIAL INC  
Form 4  
February 13, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
Lowrey Charles F

2. Issuer Name and Ticker or Trading Symbol  
PRUDENTIAL FINANCIAL INC  
[PRU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEWARK, NJ 07102

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/11/2014		M	14,472 <sup>(1)</sup>	A \$ 0	59,443	D
Common Stock	02/11/2014		F	8,078 <sup>(2)</sup>	D \$ 84.53	51,365	D
Common Stock	02/11/2014		M	6,988	A \$ 0	58,353	D
Common Stock	02/11/2014		M	22,988	A \$ 0	81,341	D
	02/11/2014		S <sup>(3)</sup>	29,976	D	51,365 <sup>(5)</sup>	D

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Common Stock	\$					
	83.12					
	<u>(4)</u>					
Common Stock		0		I		By 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2011 Performance Shares	\$ 0 <sup>(1)</sup>	02/11/2014		M	11,435	<sup>(1)</sup> <sup>(1)</sup>	Common Stock
2014 Performance Shares	\$ 0 <sup>(6)</sup>	02/11/2014		A	15,281	<sup>(7)</sup> <sup>(7)</sup>	Common Stock
2014 Employee Stock Option (Right to Buy)	\$ 84.53	02/11/2014		A	38,962	<sup>(8)</sup> 02/11/2024	Common Stock
2/8/05 Employee Stock Option (Right to Buy)	\$ 55.75	02/11/2014		M	6,988	<sup>(9)</sup> 02/08/2015	Common Stock
2/10/09 Employee Stock Option (Right to Buy)	\$ 25.3	02/11/2014		M	22,988	<sup>(10)</sup> 02/10/2019	Common Stock

