

PRUDENTIAL FINANCIAL INC

Form 4

February 12, 2015

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lambert Richard F

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/10/2015                              |                                                             | M                                       | 272 <sup>(1)</sup> A                                                    | \$ 0 7,142                                                                                                         | D                                                                    |                                         |
| Common<br>Stock                       | 02/10/2015                              |                                                             | F                                       | 98 <sup>(2)</sup> D                                                     | \$ 78.08 7,044                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 5,064 <sup>(3)</sup>                                                                                               | I                                                                    | By 401(k)                               |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 72 <sup>(4)</sup>                                                                                                  | I                                                                    | By Spouse                               |

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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        | Amount or Number of Shares |
| 5/8/2012 Performance Shares                | \$ 0 <u>(1)</u>                                        | 02/10/2015                           |                                                    | M                              |                                                                                         |                                                          | 181 | <u>(1)</u>                                                  | <u>(1)</u>      | Common Stock | 181                        |
| 2015 Performance Shares                    | \$ 0 <u>(5)</u>                                        | 02/10/2015                           |                                                    | A                              |                                                                                         | 5,475                                                    |     | <u>(6)</u>                                                  | <u>(6)</u>      | Common Stock | 5,475                      |
| 2015 Employee Stock Option (Right to Buy)  | \$ 78.08                                               | 02/10/2015                           |                                                    | A                              |                                                                                         | 15,160                                                   |     | <u>(7)</u>                                                  | 02/10/2025      | Common Stock | 15,160                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships                    |
|----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                    | Director 10% Owner Officer Other |
| Lambert Richard F<br>751 BROAD STREET, 4TH FLOOR<br>ATTN. CORPORATE COMPLIANCE<br>NEWARK, NJ 07102 | Senior Vice President            |

## Signatures

/s/ Brian J. Morris,  
attorney-in-fact

02/12/2015

          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).

The Compensation Committee awarded these shares, the grant of which was made on May 8, 2012, and originally reported on a Form 3 filed with the SEC on June 20, 2012, based upon performance relative to the average Return On Equity (ROE) goals during the 2012 through 2014 performance period.

(2) Represents shares withheld for the payment of taxes.

Amount reported has been adjusted to include 125 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between March 31, 2014 and December 31, 2014 based on a plan statement dated December 31, 2014. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

(5) The performance shares convert to common stock on a 1 to 1 basis.

Represents the target number of shares to be received relative to the Company's average ROE goals for the 2015 through 2017 performance period and relative performance against certain life insurance peer companies. The actual number of shares to be received will be determined by the Compensation Committee in February 2018.

(7) The options vest in three equal annual installments beginning on February 10, 2016.

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

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