

PRUDENTIAL FINANCIAL INC

Form 4

August 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pelletier Stephen

(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)
08/17/2015

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)
Executive 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 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 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)
Common Stock	08/17/2015		M	9,690 A	\$ 57 12,597	D	
Common Stock	08/17/2015		S	10,690 (1) D	\$ 88.93 (2) 1,907 (3)	D	
Common Stock					499 (4)	I	By 401(k)

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

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
2013 Employee Stock Option (Right to Buy)	\$ 57	08/17/2015		M	9,690	(5) 02/12/2023	Common Stock	9,690

Reporting Owners

Reporting Owner Name / Address	Relationships
Pelletier Stephen 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Director 10% Owner Officer Other Executive Vice President

Signatures

/s/John M. Cafiero,
attorney-in-fact 08/19/2015

__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).
- (1) The Sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2015.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.57 to \$89.77, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial,

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Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

- (3) Following the transaction reported on this Form 4, Mr. Pelletier continues to hold 1,907 shares directly and 499 shares indirectly in a 401(k) account. Mr. Pelletier also holds an additional 30,362 deferred compensation shares, 99,455 vested stock options, 72,529 unvested stock options, and 30,155 target performance shares (the exact number awarded being dependent on achievement of performance goals).

- (4) Amount reported has been adjusted to include 55 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2014 and June 30, 2015 based on a plan statement dated June 30, 2015. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

- (5) The options vest in three equal annual installments beginning on February 12, 2014.

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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