

Baltimore Thomas J Jr  
 Form 4  
 July 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Baltimore Thomas J Jr

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)  
 06/13/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 06/13/2012                           |                                                    | S <sup>(1)</sup>               | D                                                                 | \$ 47.81                                                                                      | 0                                                        | D                                 |
| Common Stock                    | 10/30/2013                           |                                                    | P <sup>(1)</sup>               | A                                                                 | \$ 81.72                                                                                      | 65                                                       | D                                 |
| Common Stock                    | 01/22/2014                           |                                                    | S <sup>(1)</sup>               | D                                                                 | \$ 90.23                                                                                      | 49                                                       | D                                 |
| Common Stock                    | 10/15/2015                           |                                                    | S <sup>(1)</sup>               | D                                                                 | \$ 77.82                                                                                      | 24                                                       | D                                 |
|                                 | 07/25/2016                           |                                                    | S <sup>(1)</sup>               | D                                                                 |                                                                                               | 10                                                       | D                                 |

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|              |            |  |                  |    |   |       |   |  |   |
|--------------|------------|--|------------------|----|---|-------|---|--|---|
| Common Stock |            |  |                  |    |   | \$    |   |  |   |
|              |            |  |                  |    |   | 75.39 |   |  |   |
| Common Stock | 08/01/2016 |  | S <sup>(1)</sup> | 10 | D | \$    | 0 |  | D |
|              |            |  |                  |    |   | 75.23 |   |  |   |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Baltimore Thomas J Jr  
751 BROAD STREET, 4TH FLOOR  
ATTN. CORPORATE COMPLIANCE  
NEWARK, NJ 07102

X

## Signatures

/s/Andrew Hughes,  
attorney-in-fact

07/19/2018

\_\_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) Transaction was inadvertently effected by a broker through a broker managed account without any instruction from or knowledge of the reporting person.

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The 10/30/2013 purchase at a price of \$81.72 per share was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the  
(2) extent of 16 shares, with the sale on 1/22/2014 of 16 shares at a price of \$90.23 per share. The reporting person has paid the issuer \$136.16, representing the full amount of the profit realized in connection with the short-swing transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.