#### PRUDENTIAL FINANCIAL INC

Form 4 May 14, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* POON CHRISTINE A

2. Issuer Name and Ticker or Trading

Symbol

PRUDENTIAL FINANCIAL INC

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

[PRU]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/12/2015

X\_ Director 10% Owner Officer (give title Other (specify

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**NEWARK. NJ 07102** 

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

(A)

Transaction(s) (Instr. 3 and 4)

9,788

Common Stock

05/12/2015

Code V Amount Price (D) \$0 M 1,821 Α

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Disposed (Instr. 3, 4, 5)	e (A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2014 Restricted Stock Units	\$ 0 (1)	05/12/2015		M		1,821	<u>(2)</u>	(2)	Common Stock	1,821
2015 Restricted Stock Units	\$ 0 (1)	05/12/2015		A	1,739		(3)	(3)	Common Stock	1,739

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

POON CHRISTINE A 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102



### **Signatures**

/s/John M. Cafiero, attorney-in-fact

05/14/2015

\*\*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) Each restricted stock unit represents a contingent right to receive one share of PRU common stock.
- (2) The restricted stock units vest the earlier of the annual meeting or in one year on May 13, 2015.
- (3) The restricted stock units vest the earlier of the annual meeting or in one year on May 12, 2016.

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.

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