### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

#### PRUDENTIAL FINANCIAL INC

Form 4

February 17, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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

may continue. See Instruction

1(b).

obligations

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* Harris Timothy P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

PRUDENTIAL FINANCIAL INC

(Check all applicable)

[PRU]

(Middle)

(Zip)

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

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

(Month/Day/Year)

02/12/2016

EVP and General Counsel

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

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

NEWARK, NJ 07102

(City)

Security

(Instr. 3)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities Acquired

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

6. Ownership 7. Nature of Form: Direct Indirect

(Month/Day/Year)

Execution Date, if

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported

5. Amount of

Securities

Beneficially

(D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V

Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common 02/12/2016 Stock

4,175 \$0 M (1)

13,926

 $1,286 \frac{(3)}{2}$ 

D

D

Ι

Common 02/12/2016 Stock

1,319 F (2)

D 61.64

12,607

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 SEC 1474 (9-02)

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# 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. Transacti Code (Instr. 8)	5. Number owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		f 8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2013 Restricted Stock Units	\$ 0 (4)	02/12/2016		M	4,175	<u>(5)</u>	<u>(5)</u>	Common Stock	4,175	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Harris Timothy P 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

**EVP** and General Counsel

## **Signatures**

/s/Andrew Hughes,

attorney-in-fact 02/17/2016

\*\*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) Represents the vesting of previously awarded restricted stock units.
- (2) Represents shares withheld for the payment of taxes when restricted shares vested.
  - Amount reported has been adjusted to include 9 shares of Issuer common stock acquired by the reporting person under The Prudential
- (3) Employee Savings Plan between September 30, 2015 and December 31, 2015 based on a plan statement dated December 31, 2015. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- (4) The Restricted Stock Units convert to common stock on a 1 to 1 basis.

Reporting Owners 2

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(5) The Restricted Stock Units will vest on February 12, 2016.

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