

PRUDENTIAL FINANCIAL INC  
 Form 4  
 February 12, 2015

**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 \*  
 STRANGFELD JOHN R 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)  
 751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer / Chairman of the Board

(Street)  
 NEWARK, NJ 07102

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

(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 Indirect Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	02/10/2015		M	V	46,155 <u>(1)</u>	A	\$ 0	357,491	D	
Common Stock	02/10/2015		F		19,103 <u>(2)</u>	D	\$ 78.08	338,388	D	
Common Stock								1,559	I	By 401(k)
Common Stock								579	I	By Spouse <u>(3)</u>

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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)

Table with 7 main columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired or Disposed of, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Rows include 2012 Performance Shares, 2015 Performance Shares, and 2015 Employee Stock Option.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationship categories include Director, 10% Owner, Officer, Other. Entry for STRANGFELD JOHN R JR as Chief Executive Officer and Chairman of the Board.

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 February 14, 2012, and originally reported on a

(1) Form 4 filed with the SEC on February 16, 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.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

(3) 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.

(4) 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

(5) 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.

(6) 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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