

Axel Robert
 Form 4
 February 14, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 Axel Robert

2. Issuer Name and Ticker or Trading Symbol
 PRUDENTIAL FINANCIAL INC
 [PRU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP and Controller

(Last) (First) (Middle)
 751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2019

NEWARK, NJ 07102
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
Common Stock	02/12/2019		M	(A) or (D) 2,374 (1)	\$ 0 4,423	D	
Common Stock	02/12/2019		F	938 (2)	\$ 93.36 3,485	D	
Common Stock					1,031 (3)	I	By 401(k)

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)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Ar or Nu of Sh
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
2016 Performance Shares	(1)	02/12/2019		M		2,078	(1)	(1)	Common Stock	2
2019 Employee Stock Option (Right to Buy)	\$ 93.36	02/12/2019		A		3,511	(4)	02/12/2029	Common Stock	3
2019 Performance Shares	\$ 0 (5)	02/12/2019		A		2,250	(6)	(6)	Common Stock	2
Deferred Compensation Shares	\$ 0 (7)						(8)	(8)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Axel Robert 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102			SVP and Controller	

Signatures

/s/Andrew Hughes,
attorney-in-fact

02/14/2019

**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 Compensation Committee awarded these shares, the grant of which was made on February 9, 2016, and originally reported on a Form 4 filed with the SEC on February 11, 2016, based upon performance relative to the average Return On Equity (ROE) goals modified by ROE, EPS Growth and Book Value Per Share Growth relative to certain life insurance peers during the 2016 through 2018 performance period.
- (2) Represents shares withheld for the payment of taxes.
- (3) Amount reported has been adjusted to include 45 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2017 and December 31, 2018 based on a plan statement dated December 31, 2018. 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 options vest in three equal annual installments beginning on February 12, 2020.
- (5) The performance shares convert to common stock on a 1 to 1 basis.
- (6) Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2019 through 2021 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2022.
- (7) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.
- (8) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.
- (9) Includes the following shares acquired as a result of the dividend reinvestment feature of the Deferred Compensation Plan: 11 shares on 6/14/18, 11 shares on 9/13/18 and 13 shares on 12/13/18.

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.