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PRUDENTIAL FINANCIAL INC

Form 4

March 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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obligations

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * TAYLOR SHARON C			2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 751 BROAI FLOOR, AT	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2014					Director 10% Owner Senior Vice President Other (specify below)					
	(Street)	nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEWARK,	NJ 07102							Form filed by M Person	Nore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	r) Executio any	ned n Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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	03/12/2014			M	27,028	A	\$ 25.3	72,489	D		
Common Stock	03/12/2014			S	21,926	D	\$ 86.36 (1)	50,563 (2)	D		
Common Stock								1,409	I	By 401(k)	

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

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2/10/09 Employee Stock Option (Right to Buy)	\$ 25.3	03/12/2014		M	27,028	<u>(3)</u>	02/10/2019	Common Stock	27,028

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TAYLOR SHARON C 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

Senior Vice President

Signatures

/s/John M. Cafiero, attorney-in-fact 03/14/2014

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.20 to \$86.56, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each
- Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (2) Following the transactions reported on this Form 4, Ms. Taylor continues to hold 50,563 shares directly and 1,409 shares indirectly in a 401(k) account. Ms. Taylor also holds an additional 125,345 vested stock options, 40,036 unvested stock options, and 11,330 target

Reporting Owners 2

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performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) The option vests in three equal annual installments beginning on February 10, 2010.

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