## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTIAL FINANCIAL INC Form 4 June 23, 2014				
FORM 4 UNITED STATES			OMB APPROVAL	
UNITED STATES	SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB 3235-0287 Number:	
Subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of the 1	F CHANGES IN BENEFICIAL OV SECURITIES Section 16(a) of the Securities Exchar Public Utility Holding Company Act of the Investment Company Act of 19	Estimated average burden hours per response ange Act of 1934, ct of 1935 or Section		
(Print or Type Responses)				
1. Name and Address of Reporting Person <u>*</u> CASELLAS GILBERT F	2. Issuer Name <b>and</b> Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]	Issuer	Reporting Person(s) to	
(Last) (First) (Middle) 751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE	3. Date of Earliest Transaction (Month/Day/Year) 06/19/2014	X Director Officer (give ti below)	itle 10% Owner Other (specify below)	
(Street) NEWARK, NJ 07102	Filed(Month/Day/Year) Applicable Line) _X_ Form filed by		int/Group Filing(Check One Reporting Person fore than One Reporting	
		Person		
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficially Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D.(Instr. 3)(Month/Day/Year)	Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	SecuritiesFoBeneficially(DOwned(I)	Ownership7. Nature oform: DirectIndirecto) or IndirectBeneficialo) or IndirectOwnershipnstr. 4)(Instr. 4)	
Reminder: Report on a separate line for each cl	Code V Amount (D) Price lass of securities beneficially owned directly o	r 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. Transactio Code (Instr. 8)	5. Number proof Derivative Securities 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)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Mandatory	\$ 0 <u>(1)</u>	06/19/2014		А	150	(2)	(2)	Common Stock	150	\$ 90
2014 Restricted Stock Units	\$ 0 <u>(3)</u>	06/19/2014		А	10	(4)	<u>(4)</u>	Common Stock	10	\$ 90

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CASELLAS GILBERT F 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X					
Signatures						
/s/Brian J. Morris, attorney-in-fact	06/23/2014					
**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).
- (1) Each notional share mandatory represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock under the Issuer's deferred compensation plan for non-employee directors.

Such shares are issuable, at the election of the reporting person, to begin on either (i) a date prior to the reporting person's retirement date, provided that such date is no earlier than the January 1 in the year following the plan period during which such fees would otherwise have (2)  $\frac{1}{2}$   $\frac{1}{$ 

- been payable to the reporting person, (ii) within 90 days following the reporting person's retirement date, or (iii) such later date as selected by the reporting person, provided however, that payment must commence in the year the reporting person attains age 70 1/2.
- (3) Each restricted stock unit represents a contingent right to receive the economic equivalent of one share of PRU common stock.

(4) The restricted stock units vest the earlier of the annual meeting or in one year on May 13, 2015.

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.