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PRUDENTIA Form 4 March 23, 20	AL FINANCIAL	INC									
FORM	1									PPROVAL	
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287				
Check this if no longe	ər								Expires:	January 31, 2005	
subject to Section 16	S CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated	Estimated average burden hours per			
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pur s Section 17(a) of the H	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectio 940	response on	. 0.5	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> CASELLAS GILBERT F			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) 03/19/2015					X_ Director 10% Owner Officer (give title Other (specify below) below)			
I			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEWARK, I	NJ 07102							Person		eportung	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution I any (Month/Day)		Date, if	Code Disposed of (D)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V		. ,	Price				
Reminder: Repo	ort on a separate line	for each cla	ass of sec	urities benef	ficially own	ned di	rectly c	or indirectly.			

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 Doof 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>	03/19/2015		А	188	(2)	(2)	Common Stock	188	\$ 80
2014 Restricted Stock Units	\$ 0 <u>(3)</u>	03/19/2015		А	13	(4)	<u>(4)</u>	Common Stock	13	\$ 80

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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 **Signature of Reporting Person	03/23/201: Date	5						
	Duto							

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) (2) (2) (3)

- ⁽²⁾ 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.