### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

		Lagari	ining. i i i	OBEITI		1101/						
PRUDENTIA Form 4 May 11, 2015	AL FINANCIAL	INC										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OND	3235-0287		
Check this	s box		vvas	nington,	D.C. 205	49			Number:	January 31,		
-	if no longer while the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:	2005		
subject to Section 16									Estimated a	~		
Form 4 or	10.								burden hou	•		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations Mage Continue. See Instruction 1(b). Form 5 obligations Mage Continue. See Instruction 1(b). Form 5 Section 17(a) of the 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 Section 1940												
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <sup>*</sup> 2 STRANGFELD JOHN R JR				Name and	Ticker or T	Trading	g	5. Relationship of Reporting Person(s) to Issuer				
SIKANOFE	Symbol PRUDENTIAL FINANCIAL INC [PRU]					(Check all applicable)						
(Last)	(Last) (First) (Middle) 3. Date of Earliest T (Month/Day/Year)							e titleX Other (specify				
				)5/07/2015				below) below) Chief Executive Officer / Chairman of the Board				
(Street) 4. If Ame				endment, Date Original				6. Individual or Joint/Group Filing(Check				
				th/Day/Year)				Applicable Line)				
NEWARK, I		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person										
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficia	lly Owned		
	2. Transaction Dat		3. 4. Securities Acquired					-				
Security (Instr. 3)	(Month/Day/Year)	any	on Date, if	Transactio Code	on(A) or Dis (D)	sposed	of		Form: Direct (D) or	Indirect Beneficial		
(1150.5)		•	Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A) or		Reported Transaction(s) (Instr. 3 and 4)				
G				Code V	Amount	(D)	Price	(instr. 5 und 1)				
Common Stock	05/07/2015			S <u>(1)</u>	30,000	D	\$ 85	308,388 <u>(2)</u>	D			
Common Stock								1,624 <u>(3)</u>	Ι	By 401(k)		
Common Stock								579 <u>(4)</u>	I	By Spouse		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

#### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

# 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)	4. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
			Code V	of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
STRANGFELD JOHN R JR 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	х		Chief Executive Officer	Chairman of the Board				
Signatures								
/s/John M. Cafiero, attorney-in-fact	05/11/20	15						

\*\*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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2014.

Following the transactions reported on this Form 4, Mr. Strangfeld continues to hold 308,388 shares directly and 1,624 shares indirectly
 (2) in a 401(k) account. Mr. Strangfeld also holds an additional 1,146,178 vested stock options, 217,330 unvested stock options, and 89,456 target performance shares (the exact number awarded being dependent on achievement of performance goals).

Amount reported has been adjusted to include 65 shares of Issuer common stock acquired by the reporting person under The Prudential
(3) Employee Savings Plan between December 31, 2014 and March 31, 2015 based on a plan statement dated March 31, 2015. 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 reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or

### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

for any other purpose.

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.