

PRUDENTIAL FINANCIAL INC  
 Form 4  
 May 14, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**FALZON ROBERT**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/12/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP and CFO**

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/12/2015                           |  | M                              | A   | \$ 4,386  | 27,988   | D                                 |
| Common Stock                    | 05/12/2015                           |  | S                              | D   | \$ 3,681  | 24,307 <sup>(2)</sup>                                    | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 490 <sup>(3)</sup>                                       | I By 401(k)                       |

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



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- Following the transactions reported on this Form 4, Mr. Falzon continues to hold 24,307 shares directly and 490 shares indirectly in a
- (2) 401(k) account. Mr. Falzon also holds an additional 26,883 vested stock options, 64,707 unvested stock options and 26,736 target performance shares (the exact number awarded being dependent on achievement of performance goals).

- Amount reported has been adjusted to include 37 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 options vest in three equal annual installments beginning on February 14, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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