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Form 4 May 14, 201		INC								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	PPROVAL 3235-0287 January 31,		
if no longer subject to Section 16. Form 4 or						Expires: 2005 Estimated average burden hours per response 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)									
CULLEN JAMES Symi			DENTIAL FINANCIAL INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)				
751 BROAD STREET, 4TH 05/12/2015 FLOOR, ATTN. CORPORATE COMPLIANCE										
			Amendment, D (Month/Day/Yea	-	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
NEWARK, NJ 07102 — Form filed by More than One Reporting Person						porting				
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date any (Month/Day/Y	Code ear) (Instr. 8)	ion(A) or D (Instr. 3,	(A) or	ed of (D) 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)		
Common Stock	05/12/2015		Code V M	Amount 1,821	(D) A	Price \$ 0	3,821	D		
Common Stock	05/12/2015		D	1,821	D	\$ 86.77	2,000	D		
Common Stock							33 <u>(1)</u>	Ι	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)

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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. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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	
2014 Restricted Stock Units	\$ 0 <u>(2)</u>	05/12/2015		М		1,821	(3)	(3)	Common Stock	1,821	
2015 Restricted Stock Units	\$ 0 <u>(2)</u>	05/12/2015		А	1,739		(4)	(4)	Common Stock	1,739	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CULLEN JAMES 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	х						
Signatures							
/s/John M. Cafiero, attorney-in-fact	05/14/20	15					

<u>**</u>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 reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

- (1) report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (2) Each restricted stock unit represents a contingent right to receive the economic equivalent of one share of PRU common stock.

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

(4) The restricted stock units vest the earlier of the annual meeting or in one year on May 12, 2016.

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.