PRUDENTIAL FINANCIAL INC

Form 4

December 21, 2015

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

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Expires: 2005

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Form 5 obligations may continue.

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

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KRAPEK KARL J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PRUDENTIAL FINANCIAL INC

(Check all applicable)

[PRU]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 12/17/2015

751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE **COMPLIANCE**

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWARK, NJ 07102

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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)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)

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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. Transa Code (Instr.	saction of e Derivative		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 (1)	12/17/2015		A		152		(2)	(2)	Common Stock	152	\$ 81
Notional Shares - Optional	\$ 0 (3)	12/17/2015		A		216		<u>(4)</u>	<u>(4)</u>	Common Stock	216	\$ 81
2015 Restricted Stock Units	\$ 0 <u>(5)</u>	12/17/2015		A		15		<u>(6)</u>	<u>(6)</u>	Common Stock	15	\$ 81

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KRAPEK KARL J 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

X

Signatures

/s/John M. Cafiero, attorney-in-fact

12/21/2015

Date

**Signature of Reporting Person

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 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)

Reporting Owners 2

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Each notional share - optional represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock or the cash value thereof under the Issuer's deferred compensation plan for non-employee directors.

- Such shares are payable in common stock or cash, at the election of the reporting person, with payment to begin, at the election of the reporting person provided that such date shall be at least two (2) years after the end of the plan year with respect to which such elective deferrals relate. The reporting person may transfer his investment in the notional shares optional to an alternative investment account, subject to the terms of the Issuer's deferred compensation plan for non-employee directors.
- Each restricted stock unit represents a contingent right to receive one share of PRU common stock or the economic equivalent thereof.

 The restricted stock units become payable, in PRU common stock or in cash, at the election of the reporting person in 2018 unless the reporting person elects to further defer the distribution pursuant to the terms of the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.
- (6) The restricted stock units vest the earlier of the annual meeting or in one year on May 12, 2016 and were deferred under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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.