

PRUDENTIAL FINANCIAL INC
 Form 4
 February 21, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Axel 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP and Controller

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

(Street)

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

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 (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/16/2017		M	1,003	A	\$ 87.45	3,235 D
Common Stock	02/16/2017		M	3,369	A	\$ 78.08	6,604 D
Common Stock	02/16/2017		M	2,103	A	\$ 63.59	8,707 D
Common Stock	02/16/2017		M	1,386	A	\$ 84.53	10,093 D
	02/16/2017		M	1,551	A	\$ 57	11,644 D

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Common Stock								
Common Stock	02/16/2017	S	5,861	D	\$ 112.04 <u>(1)</u>	5,783	D	
Common Stock	02/16/2017	S	2,937	D	\$ 112.01	2,846	D	
Common Stock	02/16/2017	S	2,015	D	\$ 111.97	831 <u>(2)</u>	D	
Common Stock						961	I	By 401(k)

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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. Amount or Number of Shares
3/11/2014 Employee Stock Option (right to buy)	\$ 87.45	02/16/2017		M	1,003	<u>(3)</u> 03/11/2024	Common Stock	1,003
2015 Employee Stock Option (Right to Buy)	\$ 78.08	02/16/2017		M	3,369	<u>(4)</u> 02/10/2025	Common Stock	3,369
2016 Employee Stock Option	\$ 63.59	02/16/2017		M	2,103	<u>(5)</u> 02/09/2026	Common Stock	2,103

Stock
Option
(Right to
Buy)

2014
Employee

Stock Option (Right to Buy)	\$ 84.53	02/16/2017	M	1,386	(6)	02/11/2024	Common Stock	1,386
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2013
Employee

Stock Option (Right to Buy)	\$ 57	02/16/2017	M	1,551	(7)	02/12/2023	Common Stock	1,551
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Axel Robert 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102			SVP and Controller	

Signatures

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

02/21/2017

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.04 to \$112.06, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

- (1) Following the transactions reported on this Form 4, Mr. Axel continues to hold 831 shares directly and 961 shares indirectly in a 401(k) account. Mr. Axel also holds an additional 8,419 unvested stock options and 5,468 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (2) The options vest in three equal annual installments beginning on March 11, 2015.
- (3) The options vest in three equal annual installments beginning on February 10, 2016.
- (4) The options vest in three equal annual installments beginning on February 9, 2017.
- (5) The options vest in three equal annual installments beginning on February 11, 2015.
- (6) The options vest in three equal annual installments beginning on February 12, 2014.
- (7) The options vest in three equal annual installments beginning on February 12, 2014.

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