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PRUDENTIAL FINANCIAL INC

Form 4

February 13, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31,

Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Blount Susan L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRUDENTIAL FINANCIAL INC [PRU]

(Check all applicable)

EVP & General Counsel

(Last) (First) (Middle)

(Month/Day/Year) 02/11/2014

Director X_ Officer (give title below)

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/11/2014		M	5,789 (1)	A	\$ 0	32,907	D	
Common Stock	02/11/2014		F	1,752 (2)	D	\$ 84.53	31,155	D	
Common Stock							1,434 (3)	I	By 401(k)

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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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. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
2014 Performance Shares	\$ 0 (4)	02/11/2014		A	8,489		(5)	<u>(5)</u>	Common Stock	8,
2014 Employee Stock Option (Right to Buy)	\$ 84.53	02/11/2014		A	21,646		<u>(6)</u>	02/11/2024	Common Stock	21
2011 Performance Shares	\$ 0 (1)	02/11/2014		M		4,574	(1)	<u>(1)</u>	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blount Susan L

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

EVP & General Counsel

Signatures

/s/Brian J. Morris, attorney-in-fact 02/13/2014

**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 Compensation Committee awarded these shares, the grant of which was made on February 8, 2011, and originally reported on a (1) Form 4 filed with the SEC on February 10, 2011, based upon performance relative to the annual goals for Return On Equity (ROE) and Earnings Per Share (EPS) during the 2011 through 2013 performance period.

Reporting Owners 2

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- (2) Represents shares withheld for the payment of taxes.
- Amount reported has been adjusted to include 4 shares of Issuer common stock acquired by the reporting person under The Prudential (3) Employee Savings Plan between September 30, 2013 and December 31, 2013 based on a plan statement dated December 31, 2013. The
- (3) Employee Savings Plan between September 30, 2013 and December 31, 2013 based on a plan statement dated December 31, 2013. 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 performance shares convert to common stock on a 1 to 1 basis.
- (5) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2014 through 2016 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2017.
- (6) The options vest in three equal annual installments beginning on February 11, 2015.

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.