

PRUDENTIAL FINANCIAL INC  
Form 4  
February 25, 2014

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

OMB APPROVAL  
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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 \*  
Sayre Peter B

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)  
02/21/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

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) |   |                  | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V | Amount or Price  |   |  |                                   |
| Common Stock                    | 02/21/2014                           | 02/21/2014   | M                              |   |   | 2,956 A \$ 64.01 | 13,078  | D  |                                   |
| Common Stock                    | 02/21/2014                           | 02/21/2014   | M                              |   |   | 3,646 A \$ 59.41 | 16,724  | D  |                                   |
| Common Stock                    | 02/21/2014                           | 02/21/2014   | M                              |   |   | 4,027 A \$ 57    | 20,751  | D  |                                   |
| Common Stock                    | 02/21/2014                           |  | S                              |   |   | 9,624 D \$ 84.06 | 11,127 <sup>(2)</sup>   | D  |                                   |

(1)

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|              |                   |   |           |
|--------------|-------------------|---|-----------|
| Common Stock | 352               | I | By 401(k) |
| Common Stock | 66 <sup>(3)</sup> | I | By Spouse |

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 Acquired (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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| 2011 Employee Stock Option (Right to Buy)  | \$ 64.01   | 02/21/2014                           |  | M                              | 2,956   | <sup>(4)</sup> 02/08/2021                                | Common Stock  | 2,956                         |                            |
| 2012 Employee Stock Option (Right to Buy)  | \$ 59.41   | 02/21/2014                           |  | M                              | 3,646   | <sup>(5)</sup> 02/14/2022                                | Common Stock  | 3,646                         |                            |
| 2013 Employee Stock Option (Right to Buy)  | \$ 57  | 02/21/2014                           |  | M                              | 4,027   | <sup>(6)</sup> 02/12/2023                                | Common Stock  | 4,027                         |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Sayre Peter B<br>751 BROAD STREET, 4TH FLOOR<br>ATTN. CORPORATE COMPLIANCE<br>NEWARK, NJ 07102 |               |           | Senior Vice President |       |

## Signatures

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

02/25/2014

\_\_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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.03 to \$84.08, 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.

(2) Following the transactions reported on this Form 4, Mr. Sayre continues to hold 11,127 shares directly. Mr. Sayre also holds an additional 18,201 vested stock options, 15,300 unvested stock options, and 4,363 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this 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.

(4) The options vest in three equal annual installments beginning on February 8, 2012.

(5) The options vest in three equal annual installments beginning on February 14, 2013.

(6) The options vest in three equal annual installments beginning on February 12, 2014.

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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