## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTI Form 4 March 23, 2	AL FINANCIAL	L INC										
FORM	ΠΛ								-	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						N OMB Number:	3235-0287					
Check th if no lon	aor			IGEG DI					Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFIC Section 16. SECURITIES					ICIA	LOV	WNERSHIP OF	Estimated	Estimated average burden hours per			
Form 5 Filed pursuant to Section 16(a) of				16(a) of the	o Soouri	ion F	vohor	A = 1024	response	response 0.5		
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17	a) of the l	Public U		ding Con	npany	y Act	of 1935 or Section	on			
(Print or Type	Responses)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 03/19/2015					X_ Director 10% Owner Officer (give title Other (specify below) below)				
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEWARK,	NJ 07102							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	ities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			Date, if	Code Disposed of (D)			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V		(D)		(Instr. 3 and 4)				
Reminder: Rep	port on a separate line	e for each cl	ass of sec	urities benef	icially own	ned dir	ectly o	or indirectly.				

Persons who respond to the collection of information contained in this form are not 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. Transactic Code (Instr. 8)	of	Number Expiration Date Underlying of (Month/Day/Year) (Instr. 3 an Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Mandatory	\$ 0 <u>(1)</u>	03/19/2015		А	66	(2)	(2)	Common Stock	66	\$ 80.2
2014 Restricted Stock Units	\$ 0 <u>(3)</u>	03/19/2015		А	13	<u>(4)</u>	<u>(4)</u>	Common Stock	13	\$ 80.2

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HUNDMEJEAN MARTINA 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Х					
Signatures						
/s/ Brian J. Morris,						

03/23/2015

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) 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.

Each restricted stock unit represents a contingent right to receive one share of PRU common stock or the economic equivalent thereof.
 (3) The restricted stock units become payable, in PRU common stock or in cash, at the election of the reporting person, upon or following the reporting person's termination of service as a Director unless the reporting person elects an earlier date pursuant to the terms of the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

attorney-in-fact

\*\*Signature of Reporting Person

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