PRUDENTIAL FINANCIAL INC

Form 4

November 14, 2016

FORM	1 4								OIVID AF	PROVAL	
	Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check the if no long subject to Section 1 Form 4 o	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: Estimated a burden hour response		
Form 5 obligation may cont <i>See</i> Instruction 1(b).	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(b) of the Investment Company Act of 1940										
(Print or Type I	Responses)										
Axel Robert Sy			2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 751 BROAI FLOOR, AT		3. Date of Earliest Transaction (Month/Day/Year) 11/10/2016					Director 10% OwnerX_ Officer (give title Other (specify below)				
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEWARK,	NJ 07102							Form filed by M Person	fore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8)	(Instr. 3,	spose	d 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)		
Common Stock	11/10/2016			M	1,474	A	\$ 91.73	2,398	D		
Common Stock	11/10/2016			S	1,474 (1)	D	\$ 95	924 (2)	D		
Common Stock								959 (3)	I	By 401(k)	

Persons who respond to the collection of

information contained in this form are not

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

SEC 1474

(9-02)

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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)	5. Number owf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2/13/07 Employee Stock Option (Right to Buy)	\$ 91.73	11/10/2016		M	1,474	<u>(4)</u>	02/13/2017	Common Stock	1,474

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/ Andrew Hughes attorney-in-fact 11/14/2016

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 7, 2016.
- Following the transactions reported on this Form 4, Mr. Axel continues to hold 924 shares directly and 959 shares indirectly in a 401(k)
- (2) account. Mr. Axel also holds an additional 5,162 vested stock options, 10,644 unvested stock options and 4,857 target performance shares (the exact number awarded being dependent on achievement of performance goals).

Reporting Owners 2

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- Amount reported has been adjusted to include 95 shares of Issuer common stock acquired by the reporting person under The Prudential (3) Employee Savings Plan between December 31, 2015 and September 30, 2016 based on a plan statement dated September 30, 2016. The
- (3) Employee Savings Plan between December 31, 2015 and September 30, 2016 based on a plan statement dated September 30, 2016. 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 option vested in three equal annual installments beginning on February 13, 2008.

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.