

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

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

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

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

(Street)
 NEWARK, NJ 07102

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

(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

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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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