### Edgar Filing: Lighte Peter R - Form 4

1.

| December 18, 2017  OMB APPROVAL  OMB AUTOR  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  Security (ModUP APPROVEN)  (Last)  (Last)  (Frint or Type Responses)  1. Name and Address of Reporting Person  (Check all applicable)  (Last)  (Last)  (Last)  (Frint Or MORPORYTEE)  (Check all applicable)  (Last)  (Last) (Last)  (Last)  (Last) (Last)  (Last) (Last)  (Last) (Last)  | Form 4   |                                 |   |   |   |                               |                                     |  |
|--|--|---------------------------------|---|---|---|-------------------------------|-------------------------------------|--|
| Check this host<br>if no longer<br>subject to<br>section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES       OMB<br>Section 16.       3235-0287         Form 4 or<br>Form 5<br>obligations<br>and continue.<br>Section 17(a) of the Public Utility Holding Company Act of 1935, or Section<br>17(a) of the Public Utility Holding Company Act of 1935, or Section<br>17(a) of the Public Utility Holding Company Act of 1935, or Section<br>17(b).       S. Relationship of Reporting Person(s) to<br>Issuer         I: Name and Address of Reporting Person 1<br>(b).       2. Issuer Name and Ticker or Trading<br>Symbol       S. Relationship of Reporting Person(s) to<br>Issuer         PRUDEENTIAL FINANCIAL INC<br>(PRU]       Check all applicable)       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction<br>(Month/Day/Year)       S. Relationship of Reporting Person(s) to<br>Issuer         751 BROAD STREET, 4TH<br>FLOOR, ATTN. CORPORATE<br>COMPLIANCE       4. If Amendment, Date Original<br>Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>-X_Form filed by More Reporting Person<br>-Y_Form iffel by More Reporting<br>-Y_Form iffel by More Reporting Person<br>-Y_Form iffel by More Rep   |  |                                 |   |   |   | OMB A                         | PPROVAL                             |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>obligations<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>any continue.<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>Section 17(a) of the Public Utility Holding Company Act of 1940<br>1(b).<br>(Print or Type Responses)<br>1. Name and Address of Reporting Person <sup>±</sup> .<br>Lighte Peter R<br>Symbol<br>PRUDENTIAL FINANCIAL INC<br>(PRU)<br>(Last) (First) (Middle) 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>751 BROAD STREET, 4TH<br>FLOOR, ATTN. CORPORATE<br>COMPLIANCE<br>(Street)<br>(Street)<br>(Street)<br>(Street)<br>NEWARK, NJ 07102<br>(City) (State) (Zip)<br>NEWARK, NJ 07102<br>(City) (State) (Zip)<br>NEWARK, NJ 07102<br>(City) (State) (Zip)<br>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>1. Title of<br>Sccurity (Month/Day/Year)<br>(City) (State) (Zip)<br>NEWARK, NJ 07102<br>(City) (State) (Zip)<br>NEWARK, NJ 07102<br>(City) (State) (Zip)<br>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>1. Title of<br>Security (Month/Day/Year) (Instr. 3, 4 and 5)<br>(Month/Day/Year)<br>(Code V Amount (D) Price   |  | UNITED                          |   |   | E COMMISSION  | OMB                           | -                                   |  |
| Form 5       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 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         (Print or Type Responses)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person 2       2. Issuer Name and Ticker or Trading Symbol PRUDEENTIAL FINANCIAL INC [PRU]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Midle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         751 BROAD STREET, 4TH       12/14/2017       2.1/2/14/2017       0/ficer (give tile  | if no lor<br>subject<br>Section                          | nger<br>to <b>STATEN</b><br>16. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES   |   |   |                               |                                     |  |
| 1. Name and Address of Reporting Person :<br>Lighte Peter R       2. Issuer Name and Ticker or Trading<br>Symbol       5. Relationship of Reporting Person(s) to<br>Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction<br>(Month/Day/Year)       (Check all applicable)         751 BROAD STREET, 4TH<br>FLOOR, ATTN. CORPORATE       12/14/2017       —   | obligati<br>may con<br><i>See</i> Inst                   | ons Section 17(                 | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section |   |   |                               |                                     |  |
| Lighte Peter R<br>Symbol<br>PRUDENTIAL FINANCIAL INC<br>[PRU]<br>(Last) (First) (Middle) 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>751 BROAD STREET, 4TH<br>FLOOR, ATTN. CORPORATE<br>COMPLIANCE<br>(Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year)<br>NEWARK, NJ 07102<br>(City) (State) (Zip) Table I - Non-Derivative Securities<br>Security (Month/Day/Year)<br>(City) (State) 2. Transaction Date<br>Security (Month/Day/Year) 2. Transaction Date<br>Security (Month/Day/Year) 2. Transaction Date<br>(Month/Day/Year) 3. A 4. Securities<br>Securities COMPERIATION COMPORTING Code Disposed of (D)<br>Securities Code Disposed of (D)<br>Securities Code V Amount (D) Price<br>(A)<br>(Instr. 3) (Instr. 4) (Instr. 4)<br>(Instr. 3) (Instr. 3) and 4)   | (Print or Type   | Responses)                      |   |   |   |                               |                                     |  |
| (Last)       (First)       (Middle)       3. Date of Earliest Transaction<br>(Month/Day/Year)       -X_Director<br>(Month/Day/Year)       -10% Owner<br>(Difficer (give title)       -10% Owner<br>(Difficer (give title)         751 BROAD STREET, 4TH<br>FLOOR, ATTN. CORPORATE       12/14/2017   | Lighte Peter R   |                                 |   | DENTIAL FINANCIAL INC   |   |                               |                                     |  |
| Filed(Month/Day/Year)       Applicable Line)<br>_X_Form filed by More Reporting Person<br>Form filed by More than One Reporting<br>Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       Securities       S. Amount of<br>Security<br>(Instr. 3)       6. Ownership<br>Form: Direct       7. Nature of<br>Indirect         1. Title of<br>Security<br>(Instr. 3)       2. Transaction Date<br>(Month/Day/Year)       2.A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)       3.       4. Securities<br>Transaction-Acquired (A) or<br>Code       5. Amount of<br>Beneficially<br>(Instr. 3, 4 and 5)       6. Ownership<br>Form: Direct       7. Nature of<br>Form: Direct         (A)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       0wned<br>(I)       (I)       Ownership<br>Following<br>(Instr. 4)       7. Nature of<br>Form: Direct         (A)       0       0       0       0       0       0       0       0         (A)       0       0       0       0       0       0       0       0       0         (A)       0  | 751 BROA<br>FLOOR, A                                     | AD STREET, 4TH<br>ATTN. CORPORA | Middle) 3. Date<br>(Month<br>12/14/   | of Earliest Transaction<br>/Day/Year)   | Officer (give t   | title Oth                     |                                     |  |
| NEWARK, NJ 07102       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         Instr. 3)       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       Execution Date, if any       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership         (A)       or       (A)       or       Reported       Transaction(s)       (Instr. 4)       (Instr. 4)         (A)       or       Or       (Instr. 3 and 4)       (Instr. 3 and 4)       (Instr. 3 and 4)   | . ,  |                                 |   |   | Applicable Line)  |                               |                                     |  |
| 1.Title of<br>Security<br>(Instr. 3)       2. Transaction Date<br>(Month/Day/Year)       2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)       3.       4. Securities<br>TransactionAcquired (A) or<br>Code       5. Amount of<br>Securities       6. Ownership<br>Form: Direct       7. Nature of<br>Indirect         0. Month/Day/Year)       Baneficial<br>(Month/Day/Year)       3.       4. Securities       5. Amount of<br>Securities       6. Ownership<br>Form: Direct       7. Nature of<br>Indirect         (Instr. 3)       Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership<br>Following         (A)       Or<br>Code       Or<br>Amount       (A)       Transaction(s)       (Instr. 4)       (Instr. 4)   | NEWARK   | , NJ 07102                      |   |   | Form filed by M   |                               |                                     |  |
| Security (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Code V Amount (D) Price (Code V Amount (D) Price (Code V Amount (Code | (City)   | (State)                         | (Zip) Ta  | ble I - Non-Derivative Securities   | Acquired, Disposed of,  | , or Beneficia                | lly Owned                           |  |
| Code V Amount (D) Price  | Security (Month/Day/Year) Execution Da<br>(Instr. 3) any |                                 | Execution Date, if any  | TransactionAcquired (A) or<br>Code Disposed of (D)<br>(Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or | SecuritiesFeBeneficially(I)Owned(I)Following(I)ReportedTransaction(s)(Instr. 3 and 4) | orm: Direct<br>D) or Indirect | Indirect<br>Beneficial<br>Ownership |  |
|  | Reminder: Re   | eport on a separate line        | e for each class of se  |   |   |                               |                                     |  |

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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | Date               | 7. Title and <i>J</i><br>Underlying S<br>(Instr. 3 and | Securities                             | 8. Price<br>Derivat<br>Security<br>(Instr. 5 |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|--|--|--|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |
| Notional<br>Shares -<br>Mandatory                   | \$ 0 <u>(1)</u>   | 12/14/2017                              |   | А                                     | 27  | (2)                 | (2)                | Common<br>Stock  | 27                                     | \$ 114.                                      |
| 2017<br>Restricted<br>Stock Units                   | <u>(3)</u>  | 12/14/2017                              |   | А                                     | 9   | (4)                 | <u>(4)</u>         | Common<br>Stock  | 9                                      | \$ 114.                                      |

# **Reporting Owners**

| Reporting Owner Name / Address   |           | Relationships |         |       |  |  |  |  |
|--|-----------|---------------|---------|-------|--|--|--|--|
| 51 BROAD STREET, 4TH FLOOR<br>TTN. CORPORATE COMPLIANCI<br>EWARK, NJ 07102<br><b>ignatures</b><br>s/Andrew Hughes, | Director  | 10% Owner     | Officer | Other |  |  |  |  |
| Lighte Peter R<br>751 BROAD STREET, 4TH FLOOR<br>ATTN. CORPORATE COMPLIANCE<br>NEWARK, NJ 07102                    | X         |               |         |       |  |  |  |  |
| Signatures   |           |               |         |       |  |  |  |  |
| /s/Andrew Hughes,<br>attorney-in-fact  | 12/18/201 | 7             |         |       |  |  |  |  |
| **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) 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.

- (3) Each restricted stock unit represents a contingent right to receive one share of PRU common stock.
- (4) The restricted stock units vest the earlier of the annual meeting or in one year on May 10, 2018 and were deferred until retirement from the Board 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.

#### **Reporting Owners**

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