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Axel Robert Form 4												
February 15,	, 2018											
FORM										OMB AF	PROVAL	
	UI	ITED S	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long										Expires: January 3		
subject to Section 1 Form 4 o	5 51 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									2005 verage 's per 0.5	
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Sect	-	a) of the l	Public U		ding Cor	npan	y Act of	e Act of 1934, 1935 or Section 0	I		
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>*</u> 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) 02/13/2018					Director 10% Owner Officer (give title Other (specify below) SVP and Controller			
				4. If Amendment, Date Original Filed(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 M Person	ore than One Rep	porting	
(City)	(State)		(Zip)	Tabl	e I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transact (Month/Da		2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)		
Common Stock	02/13/20	18			Code V M	Amount 2,015 (1)	(D) A	Price \$ 0	2,846	D		
Common Stock	02/13/20	18			F	797 <u>(2)</u>	D	\$ 106.89	2,049	D		
Common Stock									986 <u>(3)</u>	Ι	By 401(k)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. Transactio Code (Instr. 8)	5. Numb piDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
2015 Performance Shares	\$ 0 <u>(1)</u>	02/13/2018		М		1,825	<u>(1)</u>	<u>(1)</u>	Common Stock	1,8
2018 Employee Stock Option (Right to Buy)	\$ 106.89	02/13/2018		А	1,951		(4)	02/13/2028	Common Stock	1,9
2018 Performance Shares	\$ 0 <u>(5)</u>	02/13/2018		А	1,477		(6)	(6)	Common Stock	1,4

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	02/15/201	8						
**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)

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The Compensation Committee awarded these shares, the grant of which was made on February 10, 2015, and originally reported on a Form 4 filed with the SEC on February 12, 2015, based upon performance relative to the average Return On Equity (ROE) goals modified by ROE, EPS Growth and Book Value Per Share Growth relative to certain life insurance peers during the 2015 through 2017 performance period.

(2) Represents shares withheld for the payment of taxes.

Amount reported has been adjusted to include 25 shares of Issuer common stock acquired by the reporting person under The Prudential
(3) Employee Savings Plan between December 31, 2016 and December 31, 2017 based on a plan statement dated December 31, 2017. 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 options vest in three equal annual installments beginning on February 13, 2019.
- (5) The performance shares convert to common stock on a 1 to 1 basis.

Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement(6) of certain life insurance peer companies for the 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.

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.