

PRUDENTIAL FINANCIAL INC

Form 4

February 12, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FALZON ROBERT

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**PRUDENTIAL FINANCIAL INC
[PRU]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	02/10/2015		M	(A) or (D) Amount 2,715 (1)	A \$ 0 24,460	D	
Common Stock	02/10/2015		F	858 (2) D \$ 78.08	23,602	D	
Common Stock					453 (3)	I	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
information contained in this form are not**

SEC 1474
(9-02)

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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 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 Security (Instr. 3 and 4)	8. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title	10. Amount or Number of Shares
2012 Performance Shares	\$ 0 ⁽¹⁾	02/10/2015		M	1,810	⁽¹⁾ ⁽¹⁾	Common Stock			1,810
2015 Performance Shares	\$ 0 ⁽⁴⁾	02/10/2015		A	10,949	⁽⁵⁾ ⁽⁵⁾	Common Stock			10,949
2015 Employee Stock Option (Right to Buy)	\$ 78.08	02/10/2015		A	30,319	⁽⁶⁾ 02/10/2025	Common Stock			30,319

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALZON ROBERT 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102			EVP and CFO	

Signatures

/s/ Brian J. Morris,
attorney-in-fact 02/12/2015

 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).

The Compensation Committee awarded these shares, the grant of which was made on February 14, 2012, and originally reported on a (1) Form 3 filed with the SEC on March 12, 2013, based upon performance relative to the average Return On Equity (ROE) goals during the 2012 through 2014 performance period.

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

Amount reported has been adjusted to include 56 shares of Issuer common stock acquired by the reporting person under The Prudential

- (3) Employee Savings Plan between December 31, 2013 and December 31, 2014 based on a plan statement dated December 31, 2014. 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 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 for the 2015 through 2017

- (5) performance period and relative performance against certain life insurance peer companies. The actual number of shares to be received will be determined by the Compensation Committee in February 2018.

- (6) The options vest in three equal annual installments beginning on February 10, 2016.

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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