#### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

#### PRUDENTIAL FINANCIAL INC

Form 4

December 23, 2013

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

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response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* STRANGFELD JOHN R JR

2. Issuer Name and Ticker or Trading

Symbol

PRUDENTIAL FINANCIAL INC [PRU]

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/19/2013

\_X\_\_ Director 10% Owner X\_ Officer (give title \_X\_ Other (specify

5. Relationship of Reporting Person(s) to

below) below)

Chief Executive Officer / Chairman of the Board

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

> (Street) 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 Form filed by More than One Reporting

(Instr. 4)

NEWARK, NJ 07102

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Following Reported Transaction(s)

(A) (Instr. 3 and 4) Code V Amount (D) Price

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)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 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. Transacti Code (Instr. 8)		, ,		(Instr. 3 and 4)		8. D Se (Ir
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Compensation Shares	\$ 0 (1)	12/19/2013		A	220	(2)	(2)	Common Stock	220	\$

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
STRANGFELD JOHN R JR						
751 BROAD STREET, 4TH FLOOR	X		Chief Executive Officer	Chairman of the Poord		
ATTN. CORPORATE COMPLIANCE	Λ		Chief Executive Officer	Chamman of the Board		
NEWARK, NJ 07102						

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# **Signatures**

/s/Brian J. Morris, attorney-in-fact

\*\*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) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.
- (2) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.

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.

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