PRUDENTIAL FINANCIAL INC

Form 4

March 23, 2015

FORM 4

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

OMB Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **UNRUH JAMES A**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRUDENTIAL FINANCIAL INC

(Check all applicable)

[PRU]

(Month/Day/Year)

Filed(Month/Day/Year)

03/19/2015

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director

10% Owner Officer (give title Other (specify

751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE

(First)

(Street)

COMPLIANCE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWARK, NJ 07102

(City) (State) 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)

(Zip)

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

5. Amount of Securities Beneficially Owned Following

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

Indirect Ownership

(Instr. 4)

(A)

Reported Transaction(s)

(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)

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Underlying Securi		8. Price (Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Optional	\$ 0 (1)	03/19/2015		A	19	(2)	<u>(2)</u>	Common Stock	19	\$ 80.2
2014 Restricted Stock Units	\$ 0 (3)	03/19/2015		A	13	<u>(4)</u>	<u>(4)</u>	Common Stock	13	\$ 80.2

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 3	Director	10% Owner	Officer	Other			
UNRUH JAMES A							
751 BROAD STREET, 4TH FLOOR	X						

751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

Signatures

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

03/23/2015

**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).
- (1) Each notional share optional represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock or the cash value thereof under the Issuer's deferred compensation plan for non-employee directors.
- Such shares are payable in common stock or cash, at the election of the reporting person, with payment to begin, at the election of the reporting person provided that such date shall be at least two (2) years after the end of the plan year with respect to which such elective deferrals relate. The reporting person may transfer his investment in the notional shares optional to an alternative investment account, subject to the terms of the Issuer's deferred compensation plan for non-employee directors.
- (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 13, 2015.

Reporting Owners 2

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

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.