

Woods Candace  
 Form 3  
 November 21, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Woods Candace		(Month/Day/Year)	PRUDENTIAL FINANCIAL INC [PRU]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			Senior Vice President	
NEWARK, NJ 07102			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,080	D	À
Common Stock	1,305	I	By 401(k)

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
2011 Employee Stock Option (Right to Buy)	Â (1)	02/08/2021	Common Stock	1,494	\$ 64.01	D	Â
2014 Employee Stock Option (Right to Buy)	Â (2)	02/11/2024	Common Stock	1,213	\$ 84.53	D	Â
2015 Employee Stock Option (Right to Buy)	Â (3)	02/10/2025	Common Stock	2,022	\$ 78.08	D	Â
2015 Performance Shares	Â (4)	Â (4)	Common Stock	487	\$ 0	D	Â
2015 Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,460	\$ 0	D	Â
2016 Employee Stock Option (Right to Buy)	Â (6)	02/09/2026	Common Stock	2,524	\$ 63.59	D	Â
2016 Performance Shares	Â (7)	Â (7)	Common Stock	555	\$ 0	D	Â
2016 Restricted Stock Units	Â (8)	Â (8)	Common Stock	1,663	\$ 0	D	Â
2017 Performance Shares	Â (9)	Â (9)	Common Stock	427	\$ 0	D	Â
2017 Restricted Stock Units	Â (10)	Â (10)	Common Stock	1,281	\$ 0	D	Â
10/10/2017 Employee Stock Option (Right to Buy)	Â (11)	10/10/2027	Common Stock	1,184	\$ 110	D	Â
10/10/2017 Performance Shares	Â (12)	Â (12)	Common Stock	916	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woods Candace 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK,Â NJÂ 07102	Â	Â	Â Senior Vice President	Â

## Signatures

/s/Andrew Hughes,  
attorney-in-fact

11/21/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option vests in three equal annual installments beginning on February 8, 2012.
- (2) The option vests in three equal annual installments beginning on February 11, 2015.
- (3) The option vests in three equal annual installments beginning on February 10, 2016.
- (4) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2015 through 2017 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2018.
- (5) The Restricted Stock Units will vest on February 10, 2018.
- (6) The option vests in three equal annual installments beginning on February 9, 2017.
- (7) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2016 through 2018 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2019.
- (8) The Restricted Stock Units will vest on February 9, 2019.
- (9) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2017 through 2019 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2020.
- (10) The Restricted Stock Units will vest on February 14, 2020.
- (11) The option vests in three equal annual installments beginning on October 10, 2018.
- (12) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2017 through 2019 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2020.

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.