### PRUDENTIAL FINANCIAL INC

Form 4

Common

Common

Common

Stock

Stock

Stock

11/18/2013

11/18/2013

11/18/2013

November 20, 2013

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GRIER MARK B** Issuer Symbol PRUDENTIAL FINANCIAL INC (Check all applicable) [PRU] 3. Date of Earliest Transaction (Last) (First) (Middle) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 751 BROAD STREET, 4TH 11/18/2013 Vice Chairman FLOOR, ATTN. CORPORATE **COMPLIANCE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEWARK, NJ 07102 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 11/18/2013 83,846 398,417 D M 55.75 Stock

M

M

S

117.052 A

280,902 D

108,109

515,469

314,571

234,567 (2)

 $20,806 \frac{(3)}{}$ 

48.36

\$89.3

(1)

D

D

D

Ι

By 401(k)

## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Common Stock

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

E S	Title of Derivative ecurity (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 orDerivative 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 Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
S	/8/05 Employee Stock Option Right to Buy)	\$ 55.75	11/18/2013		M		83,846	<u>(4)</u>	02/08/2015	Common Stock	83,84€
S	/12/08 Employee Stock Option Right to Buy)	\$ 69.03	11/18/2013		M		117,052	<u>(5)</u>	02/12/2018	Common Stock	117,05
S	010 Employee Stock Option Right to Buy)	\$ 48.36	11/18/2013		M		108,109	<u>(6)</u>	02/09/2020	Common Stock	108,10

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GRIER MARK B	X		Vice Chairman				
751 BROAD STREET, 4TH FLOOR							
ATTN. CORPORATE COMPLIANCE							

Reporting Owners 2

NEWARK, NJ 07102

## **Signatures**

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

11/20/2013

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.98 to \$89.76, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- Following the transactions reported on this Form 4, Mr. Grier continues to hold 234,567 shares directly and 20,806 shares indirectly in a (2) 401(k) account. Mr. Grier also holds an additional 396,858 vested stock options, 363,368 unvested stock options, and 68,500 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- Amount reported has been adjusted to include 299 shares of Issuer common stock acquired by the reporting person under The Prudential (3) Employee Savings Plan between December 31, 2012 and September 30, 2013 based on a plan statement dated September 30, 2013. 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 option vests in three equal annual installments beginning on February 8, 2006.
- (5) The option vests in three equal annual installments beginning on February 12, 2009.
- (6) The options vest in three equal annual installments beginning on February 9, 2011.

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.

Signatures 3