Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTL Form 4 March 10, 20	AL FINANCIAL	L INC										
FORN	1 /									PPROVAL		
-	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287					
Check this box if no longer subject to Section 16.			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated	Expires: January 31 2009 Estimated average burden hours per		
Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	Filed pur ns inue. Section 17((a) of the l	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectio 940	response	•		
(Print or Type F	Responses)											
1. Name and Address of Reporting Person <u>*</u> Paz George			2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	O STREET, 4TH ITN. CORPORA			of Earliest Tr Day/Year) 2016	ransaction			X Director Officer (giv below)		% Owner her (specify		
Fi			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				
NEWARK,	NJ 07102							Person	whole than one R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution I any (Month/Day/Year)		Date, if	Code Disposed of (D))		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect				
				Code V			Price					
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities benef	icially ow	ned di	rectly c	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.

 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. Transactio Code (Instr. 8)	5. Number conf 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 Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2016 Restricted Stock Units	\$ 0 <u>(1)</u>	03/09/2016		А	2,130	(2)	(2)	Common Stock	2,130	\$ 7

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Paz George 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X						
Signatures							
/s/Andrew Hughes, attorney-in-fact	03/10/201	6					

<u>**</u>Signature of Reporting Person

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 restricted stock unit represents a contingent right to receive one share of PRU common stock.

Date

(2) The restricted stock units vest in one year on March 9, 2017 and were deferred until retirement from the Board under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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.