

PRUDENTIAL FINANCIAL INC

Form 4

February 16, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lambert Richard F

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRUDENTIAL FINANCIAL INC
[PRU]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2017		M	(A) or (D) 3,397 (1)	\$ 0	12,747	D
Common Stock	02/14/2017		F	1,082 (2)	\$ 110.45	11,665	D
Common Stock					5,521 (3)	I	By 401(k)
Common Stock					72 (4)	I	By Spouse

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
2017 Employee Stock Option (Right to Buy)	\$ 110.45	02/14/2017		A	5,521	<u>(5)</u> 02/14/2027	Common Stock	5,521
2017 Performance Shares	<u>(6)</u>	02/14/2017		A	4,268	<u>(7)</u> <u>(7)</u>	Common Stock	4,268
2014 Performance Shares	\$ 0 <u>(1)</u>	02/14/2017		M	2,717	<u>(1)</u> <u>(1)</u>	Common Stock	2,717

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lambert Richard F 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Senior Vice President

Signatures

/s/Andrew Hughes,
attorney-in-fact

02/16/2017

__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 Compensation Committee awarded these shares, the grant of which was made on February 11, 2014, and originally reported on a

(1) Form 4 filed with the SEC on February 13, 2014, based upon performance relative to the average Return On Equity (ROE) goals during the 2014 through 2016 performance period.

(2) Represents shares withheld for the payment of taxes.

Amount reported has been adjusted to include 15 shares of Issuer common stock acquired by the reporting person under The Prudential

(3) Employee Savings Plan between September 30, 2016 and December 31, 2016 based on a plan statement dated December 31, 2016. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

(4) report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

(5) The options vest in three equal annual installments beginning on February 14, 2018.

(6) The performance shares convert to common stock on a 1 to 1 basis.

Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement

(7) of certain life insurance peer companies 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.

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