

SCHMIDT TIMOTHY L

Form 3

December 10, 2018

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

SCHMIDT TIMOTHY L

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/01/2018

3. Issuer Name and Ticker or Trading Symbol
PRUDENTIAL FINANCIAL INC [PRU]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ 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

11,603

D

A

Common Stock

213

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 Security4. Conversion
or Exercise5. Ownership
Form of6. 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	5,334	\$ 64.01	D	Â
2012 Employee Stock Option (Right to Buy)	Â (2)	02/14/2022	Common Stock	6,579	\$ 59.41	D	Â
2013 Employee Stock Option (Right to Buy)	Â (3)	02/12/2023	Common Stock	10,902	\$ 57	D	Â
2016 Restricted Stock Units	Â (4)	Â (4)	Common Stock	8,658	\$ 0	D	Â
2017 Performance Shares	Â (5)	Â (5)	Common Stock	1,518	\$ 0	D	Â
2017 Restricted Stock Units	Â (6)	Â (6)	Common Stock	6,070	\$ 0	D	Â
2018 Performance Shares	Â (7)	Â (7)	Common Stock	1,313	\$ 0	D	Â
2018 Restricted Stock Units	Â (8)	Â (8)	Common Stock	5,251	\$ 0	D	Â
8/15/2012 Employee Stock Option (Right to Buy)	Â (9)	08/15/2022	Common Stock	3,811	\$ 54	D	Â

Reporting Owners

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

Signatures

/s/Andrew Hughes,
attorney-in-fact

12/10/2018

__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 options vest in three equal annual installments beginning on February 8, 2012.

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- (2) The options vest in three equal annual installments beginning on February 14, 2013.
- (3) The options vest in three equal annual installments beginning on February 12, 2014.
- (4) The Restricted Stock Units will vest on February 9, 2019.

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

- (6) The Restricted Stock Units will vest on February 14, 2020.

Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.

- (8) The Restricted Stock Units will vest on February 13, 2021.

- (9) The options vest in three equal annual installments beginning on August 15, 2013.

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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