

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GRIER MARK B</u> (Last) (First) (Middle) <u>751 BROAD STREET, 4TH FLOOR</u> <u>ATTN. CORPORATE COMPLIANCE</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC [PRU]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2013</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Vice Chairman</u>
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/18/2013		M		83,846	A	\$55.75	398,417	D	
Common Stock	11/18/2013		M		117,052	A	\$69.03	515,469	D	
Common Stock	11/18/2013		M		108,109	A	\$48.36	314,571	D	
Common Stock	11/18/2013		S		280,902	D	\$89.3 ⁽¹⁾	234,567 ⁽²⁾	D	
Common Stock								20,806 ⁽³⁾	I	By 401(k)

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 of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2/8/05 Employee Stock Option (Right to Buy)	\$55.75	11/18/2013		M			83,846	(4)	02/08/2015	Common Stock	83,846	\$0	0	D	
2/12/08 Employee Stock Option (Right to Buy)	\$69.03	11/18/2013		M			117,052	(5)	02/12/2018	Common Stock	117,052	\$0	0	D	
2010 Employee Stock Option (Right to Buy)	\$48.36	11/18/2013		M			108,109	(6)	02/09/2020	Common Stock	108,109	\$0	0	D	

Explanation of Responses:

1. 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.
2. Following the transactions reported on this Form 4, Mr. Grier continues to hold 234,567 shares directly and 20,806 shares indirectly in a 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).
3. Amount reported has been adjusted to include 299 shares of Issuer common stock acquired by the reporting person under The Prudential 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.

/s/Brian J. Morris, attorney-in-fact 11/20/2013

** Signature of Reporting Person

Date

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

* 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).

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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