

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*<br><u>Lowrey Charles F</u>                                    |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>PRUDENTIAL FINANCIAL INC [ PRU ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>Executive Vice President</u> |  |  |
| (Last) (First) (Middle)<br><br><u>751 BROAD STREET, 4TH FLOOR</u><br><u>ATTN. CORPORATE COMPLIANCE</u> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/11/2014</u>                  |  |  |                                                                                                                                                                                                                                     |  |  |
| (Street)<br><br><u>NEWARK NJ 07102</u>                                                                 |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                           |  |  |
| (City) (State) (Zip)                                                                                   |  |  |                                                                                        |  |  |                                                                                                                                                                                                                                     |  |  |

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                    | 02/11/2014                           |                                                    | M                              |   | 14,472 <sup>(1)</sup>                                             | A          | \$0                    | 59,443                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/11/2014                           |                                                    | F                              |   | 8,078 <sup>(2)</sup>                                              | D          | \$84.53                | 51,365                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/11/2014                           |                                                    | M                              |   | 6,988                                                             | A          | \$0                    | 58,353                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/11/2014                           |                                                    | M                              |   | 22,988                                                            | A          | \$0                    | 81,341                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/11/2014                           |                                                    | S <sup>(3)</sup>               |   | 29,976                                                            | D          | \$83.12 <sup>(4)</sup> | 51,365 <sup>(5)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |                        | 0                                                                                             | 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 |                                            |                                                                                                    |                                                           |                                                        |
| 2011 Performance Shares                      | \$0 <sup>(1)</sup>                                     | 02/11/2014                           |                                                    | M                              |   |                                                                                        | 11,435 | (1)                                                      | (1)             | Common Stock                                                                      | 11,435                     | \$0                                        | 0                                                                                                  | D                                                         |                                                        |
| 2014 Performance Shares                      | \$0 <sup>(6)</sup>                                     | 02/11/2014                           |                                                    | A                              |   | 15,281                                                                                 |        | (7)                                                      | (7)             | Common Stock                                                                      | 15,281                     | \$0                                        | 15,281                                                                                             | D                                                         |                                                        |
| 2014 Employee Stock Option (Right to Buy)    | \$84.53                                                | 02/11/2014                           |                                                    | A                              |   | 38,962                                                                                 |        | (8)                                                      | 02/11/2024      | Common Stock                                                                      | 38,962                     | \$0                                        | 38,962                                                                                             | D                                                         |                                                        |
| 2/8/05 Employee Stock Option (Right to Buy)  | \$55.75                                                | 02/11/2014                           |                                                    | M                              |   |                                                                                        | 6,988  | (9)                                                      | 02/08/2015      | Common Stock                                                                      | 6,988                      | \$0                                        | 0                                                                                                  | D                                                         |                                                        |
| 2/10/09 Employee Stock Option (Right to Buy) | \$25.3                                                 | 02/11/2014                           |                                                    | M                              |   |                                                                                        | 22,988 | (10)                                                     | 02/10/2019      | Common Stock                                                                      | 22,988                     | \$0                                        | 45,978                                                                                             | D                                                         |                                                        |

Explanation of Responses:

1. The Compensation Committee awarded these shares, the grant of which was made on February 8, 2011, and originally reported on a Form 4 filed with the SEC on February 10, 2011, based upon performance relative to the annual goals for Return On Equity (ROE) and Earnings Per Share (EPS) during the 2011 through 2013 performance period.
2. Represents shares withheld for the payment of taxes.
3. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2013.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.63 to \$83.38, 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 (4) to this Form 4.
5. Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 51,365 shares directly and 0 shares indirectly in a 401(k) account. Mr. Lowrey also holds an additional 290,081 vested stock options, 239,952 unvested stock options, and 45,416 target performance shares (the exact number awarded being dependent on achievement of performance goals).
6. The performance shares convert to common stock on a 1 to 1 basis.

7. Represents the target number of shares to be received relative to the Company's average ROE goals for the 2014 through 2016 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2017.

8. The options vest in three equal annual installments beginning on February 11, 2015.

9. The option vested in three equal annual installments beginning on February 8, 2006.

10. The option vests in three equal annual installments beginning on February 10, 2010.

/s/Brian J. Morris, attorney-in-fact 02/13/2014

\*\* 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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