

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>STRANGFELD JOHN R JR</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>02/11/2014</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) ☒ Other (specify below) <u>Chief Executive Officer / Chairman of the Board</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	02/11/2014		M		33,075 ⁽¹⁾	A	\$0	343,901	D	
Common Stock	02/11/2014		F		15,032 ⁽²⁾	D	\$84.53	328,869	D	
Common Stock	02/11/2014		M		95,026	A	\$0	423,895	D	
Common Stock	02/11/2014		S ⁽³⁾		108,773	D	\$83.19 ⁽⁴⁾	315,122 ⁽⁵⁾	D	
Common Stock								1,473 ⁽⁶⁾	I	By 401(k)
Common Stock								573 ⁽⁷⁾	I	By Spouse

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				
2014 Performance Shares	\$0 ⁽⁸⁾	02/11/2014		A		28,863		(9)	(9)	Common Stock	28,863	\$0	28,863	D	
2014 Employee Stock Option (Right to Buy)	\$84.53	02/11/2014		A		73,594		(10)	02/11/2024	Common Stock	73,594	\$0	73,594	D	
2011 Performance Shares	\$0 ⁽¹⁾	02/11/2014		M			26,136	(1)	(1)	Common Stock	26,136	\$0	0	D	
2/8/05 Employee Stock Option (Right to Buy)	\$55.75	02/11/2014		M			95,026	(11)	02/08/2015	Common Stock	95,026	\$0	0	D	

Explanation of Responses:

- 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.
- Represents shares withheld for the payment of taxes.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.60 to \$83.39, 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.
- Following the transaction reported on this Form 4, Mr. Strangfeld continues to hold 315,122 shares directly and 1,473 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 807,794 vested stock options, 470,172 unvested stock options, and 89,204 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- Amount reported has been adjusted to include 10 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between June 30, 2013 and December 31, 2013 based on a plan statement dated December 31, 2013. 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 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.
- The performance shares convert to common stock on a 1 to 1 basis.

9. 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.

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

11. The option vests in three equal annual installments beginning on February 8, 2006.

/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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