SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person*
FALZON ROBERT
(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)
03/10/2014

4. If Amendment, Date of 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)
EVP and CFO

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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	03/10/2014		M		3,556	A	$64.01	20,512	D	
Common Stock	03/10/2014		M		4,386	A	$59.41	24,898	D	
Common Stock	03/10/2014		M		19,380	A	$57	44,278	D	
Common Stock	03/10/2014		S		22,533	D	$88.35(1)	21,745(2)	D	
Common Stock								397	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
2011 Employee Stock Option (Right to Buy)	$64.01	03/10/2014		M			3,556	(3)	02/08/2021	Common Stock	3,556	$0	2,725	D	
2012 Employee Stock Option (Right to Buy)	$59.41	03/10/2014		M			4,386	(4)	02/14/2022	Common Stock	4,386	$0	1,661	D	
2013 Employee Stock Option (Right to Buy)	$57	03/10/2014		M			19,380	(5)	02/12/2023	Common Stock	19,380	$0	38,760	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 $88.06 to $88.65 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. Falzon continues to hold 21,745 shares directly and 397 shares indirectly in a 401(k) account. Mr. Falzon also holds an additional 65,657 unvested stock options and 17,597 target performance shares (the exact number awarded being dependent on achievement of performance goals).
3. The options vest in three equal annual installments beginning on February 8, 2012.
4. The options vest in three equal annual installments beginning on February 14, 2013.
5. The options vest in three equal annual installments beginning on February 12, 2014.

/s/John M. Cafiero, attorney-in-fact 03/12/2014
** 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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