

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 *

Lambert Richard F

(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)

06/06/2014

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X

Director

10% Owner

Officer (give title below)

Other (specify below)

Senior Vice President

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)		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	06/06/2014		M		2,376	A	\$55.75	9,246	D	
Common Stock	06/06/2014		S		2,376	D	\$89.12 ⁽¹⁾	6,870 ⁽²⁾	D	
Common Stock								4,939 ⁽³⁾	I	By 401(k)
Common Stock								72 ⁽⁴⁾	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					
2/8/05 Employee Stock Option (Right to Buy)	\$55.75	06/06/2014		M			2,376	⁽⁵⁾	02/08/2015	Common Stock	\$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 \$89.10 to \$89.16, 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. Lambert continues to hold 6,870 shares directly and 4,939 shares indirectly in a 401(k) account. Mr. Lambert also holds an additional 22,160 vested stock options, 15,374 unvested stock options, 1,575 restricted stock units and 4,029 target performance shares (the exact number awarded being dependent on achievement of performance goals).

3. Amount reported has been adjusted to include 54 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2013 and March 31, 2014 based on a plan statement dated March 31, 2014. 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 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.

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

/s/John M. Cafiero, attorney-in-fact 06/09/2014

** Signature of Reporting Person Date