

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>08/19/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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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	08/19/2014		M		120,806	A	\$80	371,091	D	
Common Stock	08/19/2014		M		132,267	A	\$64.01	503,358	D	
Common Stock	08/19/2014		M		115,790	A	\$59.41	619,148	D	
Common Stock	08/19/2014		M		67,829	A	\$57	686,977	D	
Common Stock	08/19/2014		S		408,076	D	\$89.42 ⁽¹⁾	278,901 ⁽²⁾	D	
Common Stock								21,184 ⁽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				
1/18/08 Employee Stock Option (Right to Buy)	\$80	08/19/2014		M			120,806	⁽⁴⁾	01/18/2018	Common Stock	120,806	\$0	0	D	
2011 Employee Stock Option (Right to Buy)	\$64.01	08/19/2014		M			132,267	⁽⁵⁾	02/08/2021	Common Stock	132,267	\$0	0	D	
2012 Employee Stock Option (Right to Buy)	\$59.41	08/19/2014		M			115,790	⁽⁶⁾	02/14/2022	Common Stock	115,790	\$0	57,895	D	
2013 Employee Stock Option (Right to Buy)	\$57	08/19/2014		M			67,829	⁽⁷⁾	02/12/2023	Common Stock	67,829	\$0	135,660	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 \$89.22 to \$89.73 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 278,901 shares directly and 21,184 shares indirectly in a 401(k) account. Mr. Grier also holds an additional 129,979 vested stock options, 254,162 unvested stock options, and 72,015 target performance shares (the exact number awarded being dependent on achievement of performance goals).

3. Amount reported has been adjusted to include 322 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2013 and June 30, 2014 based on a plan statement dated June 30, 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 option vests with 50% after 2 years on 1/18/2010, 25% after year 3 on 1/18/2011, and 25% after year 4 on 1/18/2012.

5. The options vest in three equal annual installments beginning on February 8, 2012.

6. The options vest in three equal annual installments beginning on February 14, 2013.

7. The options vest in three equal annual installments beginning on February 12, 2014.

/s/Brian J. Morris, attorney-in-fact 08/21/2014

** 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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