SEC Form 4

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Lowrey Charles F	PRUDENTIAL FINANCIAL INC [PRU]	Director: ☐ 10% Owner: ☐
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below): X Other (specify below): ☐
751 BROAD STREET, 4TH FLOOR	02/09/2016	Executive Vice President
ATTN. CORPORATE COMPLIANCE		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEWARK NJ 07102		X Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	02/09/2016		M		23,483(1)	A	$0	67,489	D	
Common Stock	02/09/2016		F		10,826(2)	D	$63.59	56,663	D	
Common Stock								126	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				
2016 Employee Stock Option (Right to Buy)	$63.59	02/09/2016		A		59,937		(3)	02/09/2026	Common Stock	59,937	$0	59,937	D	
2016 Performance Shares	(4)	02/09/2016		A		19,740		(5)	(5)	Common Stock	19,740	$0	19,740	D	
2013 Performance Shares	$0(1)	02/09/2016		M			15,655	(1)	(1)	Common Stock	15,655	$0	0	D	

Explanation of Responses:

1. The Compensation Committee awarded these shares, the grant of which was made on February 12, 2013, and originally reported on a Form 4 filed with the SEC on February 14, 2013, based upon performance relative to the average Return On Equity (ROE) goals during the 2013 through 2015 performance period.

2. Represents shares withheld for the payment of taxes.

3. The options vest in three equal annual installments beginning on February 9, 2017.

4. The performance shares convert to common stock on a 1 to 1 basis.

5. Represents the target number of shares to be received relative to the Company's average ROE goals for the 2016 through 2018 performance period and relative performance against certain life insurance peer companies. The actual number of shares to be received will be determined by the Compensation Committee in February 2019.

/s/John M. Cafiero, attorney-in-fact 02/11/2016

** 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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