SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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☐ 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*
TAYLOR SHARON C
(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)
10/10/2016

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)
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	10/10/2016		M		16,320	A	$69.03	77,221	D	
Common Stock	10/10/2016		M		7,536	A	$48.36	84,757	D	
Common Stock	10/10/2016		M		19,200	A	$64.01	103,957	D	
Common Stock	10/10/2016		M		16,996	A	$59.41	120,953	D	
Common Stock	10/10/2016		M		31,977	A	$57	152,930	D	
Common Stock	10/10/2016		S		65,847(1)	D	$85	87,083	D	
Common Stock	10/10/2016		S		4,821(1)	D	$84.99(2)	82,262	D	
Common Stock	10/10/2016		S		14,822(1)	D	$84.97(3)	67,440(4)	D	
Common Stock								1,729(5)	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				
2/12/08 Employee Stock Option (Right to Buy)	$69.03	10/10/2016		M			16,320	(6)	02/12/2018	Common Stock	16,320	$0	0	D	
2010 Employee Stock Option (Right to Buy)	$48.36	10/10/2016		M			7,536	(7)	02/09/2020	Common Stock	7,536	$0	0	D	
2011 Employee Stock Option (Right to Buy)	$64.01	10/10/2016		M			19,200	(8)	02/08/2021	Common Stock	19,200	$0	0	D	
2012 Employee Stock Option (Right to Buy)	$59.41	10/10/2016		M			16,996	(9)	02/14/2022	Common Stock	16,996	$0	0	D	
2013 Employee Stock Option (Right to Buy)	$57	10/10/2016		M			31,977	(10)	02/12/2023	Common Stock	31,977	$0	0	D	

Explanation of Responses:

1. The Sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2016.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $84.65 to $85.16 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 2 to this Form 4.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $84.68 to $85.15 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 3 to this Form 4.

4. Following the transactions reported on this Form 4, Ms. Taylor continues to hold 67,440 shares directly and 1,729 shares indirectly in a 401(k) account. Ms. Taylor also holds an additional 27,094 vested stock options, 38,449 unvested stock options, and 18,296 target performance shares (the exact number awarded being dependent on achievement of performance goals).

5. 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, 2016 and September 30, 2016 based on a plan statement dated September 30, 2016. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

6. The option vests in three equal annual installments beginning on February 12, 2009.

7. The options vest in three equal annual installments beginning on February 9, 2011.

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

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

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

/s/Andrew Hughes, attorney-in-fact	10/12/2016
** 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.