SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
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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).

1. Name and Address of Reporting Person*
STRANGFELD JOHN R JR
(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)
08/09/2016

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
X Officer (give title below)
X Other (specify below)
Chief Executive Officer / Chairman of the Board

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	08/09/2016		G	V	6,300[1]	D	$0	320,500	D	
Common Stock	11/09/2016		M		143,177	A	$80	383,677	D	
Common Stock	11/09/2016		M		146,315	A	$69.03	529,992	D	
Common Stock	11/09/2016		S		275,855[2]	D	$90	254,137	D	
Common Stock	11/10/2016		M		66,310	A	$91.73	320,447	D	
Common Stock	11/10/2016		S		65,873[2]	D	$94	254,574	D	
Common Stock	11/10/2016		M		135,136	A	$48.36	389,710	D	
Common Stock	11/10/2016		S		117,040[2]	D	$95	272,670[3]	D	
Common Stock								1,770	I	By 401(k)
Common Stock								592[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	Title	Amount or Number of Shares				
1/18/08 Employee Stock Option (Right to Buy)	$80	11/09/2016		M			143,177	[5]	01/18/2018	Common Stock	143,177	$0	0	D	
2/12/08 Employee Stock Option (Right to Buy)	$69.03	11/09/2016		M			146,315	[6]	02/12/2018	Common Stock	146,315	$0	0	D	
2/13/07 Employee Stock Option (Right to Buy)	$91.73	11/10/2016		M			66,310	[7]	02/13/2017	Common Stock	66,310	$0	0	D	
2010 Employee Stock Option (Right to Buy)	$48.36	11/10/2016		M			135,136	[8]	02/09/2020	Common Stock	135,136	$0	0	D	

Explanation of Responses:

1. Gifts to 501(c)(3) charitable foundations.

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

3. Following the transactions reported on this Form 4, Mr. Strangfeld continues to hold 272,670 shares directly and 1,770 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 41,428 deferred compensation shares, 719,142 vested stock options, 207,983 unvested stock options and 101,443 target performance shares (the exact number awarded being dependent on achievement of performance goals).

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 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.

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

7. The option vested in three equal annual installments beginning on February 13, 2008.

8. The options vested in three equal annual installments beginning on February 9, 2011.

/s/Andrew Hughes, attorney-in-fact	11/14/2016
** 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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