

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

☐ 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 * <u>Lambert Richard F</u> (Last) (First) (Middle) <u>751 BROAD STREET, 4TH FLOOR</u> <u>ATTN. CORPORATE COMPLIANCE</u> (Street) <u>NEWARK</u> <u>NJ</u> <u>07102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC</u> [<u>PRU</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2017</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="0"> <tr> <td>☒ Director</td> <td>☐ 10% Owner</td> </tr> <tr> <td>☐ Officer (give title below)</td> <td>☐ Other (specify below)</td> </tr> </table> <u>Senior Vice President</u>	☒ Director	☐ 10% Owner	☐ Officer (give title below)	☐ Other (specify below)
☒ Director	☐ 10% Owner					
☐ Officer (give title below)	☐ Other (specify below)					
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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	02/14/2017		M		3,397 ⁽¹⁾	A	\$0	12,747	D	
Common Stock	02/14/2017		F		1,082 ⁽²⁾	D	\$110.45	11,665	D	
Common Stock								5,521 ⁽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	Title	Amount or Number of Shares				
2017 Employee Stock Option (Right to Buy)	\$110.45	02/14/2017		A		5,521		(5)	02/14/2027	Common Stock	5,521	\$0	5,521	D	
2017 Performance Shares	(6)	02/14/2017		A		4,268		(7)	(7)	Common Stock	4,268	\$0	4,268	D	
2014 Performance Shares	\$0 ⁽¹⁾	02/14/2017		M			2,717	(1)	(1)	Common Stock	2,717	\$0	0	D	

Explanation of Responses:

1. The Compensation Committee awarded these shares, the grant of which was made on February 11, 2014, and originally reported on a Form 4 filed with the SEC on February 13, 2014, based upon performance relative to the average Return On Equity (ROE) goals during the 2014 through 2016 performance period.
2. Represents shares withheld for the payment of taxes.
3. Amount reported has been adjusted to include 15 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between September 30, 2016 and December 31, 2016 based on a plan statement dated December 31, 2016. 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 options vest in three equal annual installments beginning on February 14, 2018.
6. The performance shares convert to common stock on a 1 to 1 basis.
7. Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2017 through 2019 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2020.

/s/Andrew Hughes, attorney-in-fact 02/16/2017

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.