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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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*
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)
02/14/2017

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	02/14/2017		M		36,079[1]	A	$0	307,749	D	
Common Stock	02/14/2017		F		15,076[2]	D	$110.45	292,673	D	
Common Stock								1,775[3]	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				
2017 Employee Stock Option (Right to Buy)	$110.45	02/14/2017		A		73,611		(5)	02/14/2027	Common Stock	73,611	$0	73,611	D	
2017 Performance Shares	(6)	02/14/2017		A		28,450		(7)	(7)	Common Stock	28,450	$0	28,450	D	
2014 Performance Shares	$0[1]	02/14/2017		M			28,863	(1)	(1)	Common Stock	28,863	$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 5 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.

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