

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

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1. Name and Address of Reporting Person* <u>Koster Barbara</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> [PRU] 3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="0"> <tr> <td>☐</td> <td>Director</td> <td>☐</td> <td>10% Owner</td> </tr> <tr> <td>☒</td> <td>Officer (give title below)</td> <td>☐</td> <td>Other (specify below)</td> </tr> <tr> <td></td> <td colspan="3"><u>Senior Vice President</u></td> </tr> </table> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person	☐	Director	☐	10% Owner	☒	Officer (give title below)	☐	Other (specify below)		<u>Senior Vice President</u>		
☐	Director	☐	10% Owner											
☒	Officer (give title below)	☐	Other (specify below)											
	<u>Senior Vice President</u>													

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	03/02/2017		M		6,927	A	\$84.53	45,245	D	
Common Stock	03/02/2017		M		17,067	A	\$64.01	62,312	D	
Common Stock	03/02/2017		S		20,409	D	\$112.72 ⁽¹⁾	41,903	D	
Common Stock	03/02/2017		S		13,334	D	\$113.11 ⁽²⁾	28,569 ⁽³⁾	D	
Common Stock								7	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				
2014 Employee Stock Option (Right to Buy)	\$84.53	03/02/2017		M			6,927	(4)	02/11/2024	Common Stock	6,927	\$0	0	D	
2011 Employee Stock Option (Right to Buy)	\$64.01	03/02/2017		M			17,067	(5)	02/08/2021	Common Stock	17,067	\$0	0	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.20 to \$113.19, 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 (1) to this Form 4.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.20 to \$113.59 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. Following the transactions reported on this Form 4, Ms. Koster continues to hold 28,569 shares directly and 7 shares indirectly in a 401(k) account. Ms. Koster also holds an additional 72,364 vested stock options, 21,009 unvested stock options, and 14,372 target performance shares (the exact number awarded being dependent on achievement of performance goals).

4. The options vest in three equal annual installments beginning on February 11, 2015.

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

/s/Andrew Hughes, attorney-in-fact 03/03/2017

** 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.