

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>Woods Candace</u> (Last) (First) (Middle) <u>751 BROAD STREET, 4TH FLOOR</u> <u>ATTN. CORPORATE COMPLIANCE</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/15/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC [PRU]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☐ 10% Owner ☐ ☒ Officer (give title below) ☐ Other (specify below) <u>Senior Vice President</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,080	D	
Common Stock	1,305	I	By 401(k)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
2011 Employee Stock Option (Right to Buy)	(1)	02/08/2021	Common Stock	1,494	64.01	D	
2014 Employee Stock Option (Right to Buy)	(2)	02/11/2024	Common Stock	1,213	84.53	D	
2015 Employee Stock Option (Right to Buy)	(3)	02/10/2025	Common Stock	2,022	78.08	D	
2015 Performance Shares	(4)	(4)	Common Stock	487	0	D	
2015 Restricted Stock Units	(5)	(5)	Common Stock	1,460	0	D	
2016 Employee Stock Option (Right to Buy)	(6)	02/09/2026	Common Stock	2,524	63.59	D	
2016 Performance Shares	(7)	(7)	Common Stock	555	0	D	
2016 Restricted Stock Units	(8)	(8)	Common Stock	1,663	0	D	
2017 Performance Shares	(9)	(9)	Common Stock	427	0	D	
2017 Restricted Stock Units	(10)	(10)	Common Stock	1,281	0	D	
10/10/2017 Employee Stock Option (Right to Buy)	(11)	10/10/2027	Common Stock	1,184	110	D	
10/10/2017 Performance Shares	(12)	(12)	Common Stock	916	0	D	

Explanation of Responses:

- The option vests in three equal annual installments beginning on February 8, 2012.
- The option vests in three equal annual installments beginning on February 11, 2015.
- The option vests in three equal annual installments beginning on February 10, 2016.
- Represents the target number of shares to be received relative to the Company's average ROE goals for the 2015 through 2017 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2018.
- The Restricted Stock Units will vest on February 10, 2018.
- The option vests in three equal annual installments beginning on February 9, 2017.
- Represents the target number of shares to be received relative to the Company's average ROE goals for the 2016 through 2018 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2019.
- The Restricted Stock Units will vest on February 9, 2019.
- Represents the target number of shares to be received relative to the Company's average ROE goals 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.
- The Restricted Stock Units will vest on February 14, 2020.
- The option vests in three equal annual installments beginning on October 10, 2018.
- Represents the target number of shares to be received relative to the Company's average ROE goals 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 11/21/2017

** Signature of Reporting Person

Date

* If the form is filed by more than one reporting person, see Instruction 5 (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.

EXHIBIT 24

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Margaret M. Foran, John M. Cafiero, and Andrew Hughes, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Prudential Financial, Inc. (the "Company"), Forms 3, 4, and 5 (and any other Form that may be required by the Securities and Exchange Commission) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and Form 144 in accordance with Rule 144 of the Securities Act of 1933 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16(a) Form or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make filings pursuant to Section 16(a) and Rule 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall be governed by and construed in accordance with New Jersey law.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of November, 2017.

/s/Candace J Woods
Signature