

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person* <u>Harris Timothy P</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. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC [PRU]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2018</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>EVP and General Counsel</u>
	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	02/13/2018		M		6,885 ⁽¹⁾	A	\$0	26,820	D	
Common Stock	02/13/2018		F		2,129 ⁽²⁾	D	\$106.89	24,691	D	
Common Stock								1,400 ⁽³⁾	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				
2015 Performance Shares	\$0 ⁽¹⁾	02/13/2018		M			2,373	(1)	(1)	Common Stock	2,373	\$0	0	D	
10/01/2015 Performance Shares	\$0 ⁽¹⁾	02/13/2018		M			3,863	(1)	(1)	Common Stock	3,863	\$0	0	D	
2018 Employee Stock Option (Right to Buy)	\$106.89	02/13/2018		A			8,941	(4)	02/13/2028	Common Stock	8,941	\$0	8,941	D	
2018 Performance Shares	\$0 ⁽⁵⁾	02/13/2018		A			6,768	(6)	(6)	Common Stock	6,768	\$0	6,768	D	

Explanation of Responses:

- The Compensation Committee awarded these shares, the grant of which was made on February 10, 2015 and October 1, 2015, respectively, and originally reported on a respective Form 3 and Form 4 filed with the SEC on October 5, 2015, based upon performance relative to the average Return On Equity (ROE) goals modified by ROE, EPS Growth and Book Value Per Share Growth relative to certain life insurance peers during the 2015 through 2017 performance period.
- Represents shares withheld for the payment of taxes.
- Amount reported has been adjusted to include 8 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between September 30, 2017 and December 31, 2017 based on a plan statement dated December 31, 2017. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- The options vest in three equal annual installments beginning on February 13, 2019.
- The performance shares convert to common stock on a 1 to 1 basis.
- 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 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.

/s/Andrew Hughes, attorney-in-fact 02/15/2018

** 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.