

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>GRIER MARK B</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>02/09/2010</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Vice Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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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 ⁽¹⁾	02/09/2010		A		76,541	A	\$0	105,134	D	
Common Stock	02/09/2010		M		26,709 ⁽²⁾	A	\$0	131,843	D	
Common Stock	02/09/2010		F		10,670 ⁽³⁾	D	\$48.36	121,173	D	
Common Stock								18,740 ⁽⁴⁾	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				
2007 Performance Shares	\$0 ⁽²⁾	02/09/2010		M			21,569	(2)	(2)	Common Stock	21,569	\$0	0	D	
2010 Employee Stock Option (right to buy)	\$48.36	02/09/2010		A		108,109		(5)	02/09/2020	Common Stock	108,109	\$0	108,109	D	
2010 Performance Shares	\$0 ⁽⁶⁾	02/09/2010		A		19,901		(7)	(7)	Common Stock	19,901	\$0	19,901	D	

Explanation of Responses:

- The restricted stock units convert to common stock on a 1 to 1 basis. The restricted stock units vest in three equal annual installments beginning on February 9, 2011.
- The Compensation Committee awarded these shares, the grant of which was made on February 13, 2007, and originally reported on a Form 4 filed with the SEC on February 15, 2007, based upon performance relative to the goals of an average Return On Equity (ROE) and Compounded Annual Growth Rate (CAGR) in Earnings Per Share (EPS) over the 2007 through 2009 performance period.
- Represents shares withheld for the payment of taxes.
- Beneficial ownership includes shares acquired under The Prudential Employee Savings Plan which are exempt transactions pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- The options vest in three equal annual installments beginning on February 9, 2011.
- The performance shares convert to common stock on a 1 to 1 basis.
- Represents the target number of shares to be received upon attainment of the Company's annual EPS and ROE goals over the 2010 through 2012 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2013.

Remarks:

/s/Brian J. Morris, Attorney-in-fact 02/11/2010

** 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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