

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>Winograd Bernard</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>02/08/2011</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Executive Vice President</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	02/08/2011		M		5,053 ⁽¹⁾	A	\$0.0000	52,276	D	
Common Stock	02/08/2011		F		2,550 ⁽²⁾	D	\$64.01	49,726	D	
Common Stock								1,583	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				
2008 Performance Shares	\$0.0000 ⁽¹⁾	02/08/2011		M			17,469	(1)	(1)	Common Stock	17,469	\$0.0000	0.0000	D	
2011 Employee Stock Option (right to buy)	\$64.01	02/08/2011		A		74,667		(3)	02/08/2021	Common Stock	74,667	\$0.0000	74,667	D	
2011 Performance Shares ⁽⁴⁾	\$0.0000 ⁽⁵⁾	02/08/2011		A		11,435		(6)	(6)	Common Stock	11,435	\$0.0000	11,435	D	

Explanation of Responses:

- The Compensation Committee awarded these shares, the grant of which was made on February 12, 2008, and originally reported on a Form 4 filed with the SEC on February 14, 2008, 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 2008 through 2010 performance period.
- Represents shares withheld for the payment of taxes.
- The options vest in three equal annual installments beginning on February 8, 2012.
- Mr. Winograd has announced his retirement and is expected to leave the Company during the second quarter of 2011. Upon his retirement, the 2011 grant of performance shares reported herein is subject to proration in accordance with the terms of the plan pursuant to which such grant was made.
- 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 2011 through 2013 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2014.

/s/Brian J. Morris, Attorney-in-fact 02/10/2011

** 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.