

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>STRANGFELD JOHN R JR</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 [PRU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) ☒ Other (specify below) <u>Chief Executive Officer / Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2012</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	01/18/2012		M		12,726 ⁽¹⁾	A	\$0.0000 ⁽¹⁾	253,129	D	
Common Stock	01/18/2012		F		3,851 ⁽²⁾	D	\$56.12	249,278	D	
Common Stock								1,267 ⁽³⁾	I	By 401(k)
Common Stock								565 ⁽⁴⁾	I	By Spouse ⁽⁵⁾

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		Date Exercisable	Expiration Date					
1/18/08 Restricted Stock Units ⁽⁶⁾	\$80	01/18/2012		M		12,726	⁽⁷⁾	01/18/2018	Common Stock	12,726	\$0.0000	0.0000	D

Explanation of Responses:

1. Represents the vesting of previously awarded restricted stock units.
2. Represents shares withheld for the payment of taxes when restricted shares vested.
3. Amount reported has been adjusted to include 99 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan based on a plan statement dated December 31, 2011. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
4. Amount reported has been adjusted to include 26 shares of Issuer common stock acquired by the spouse of the reporting person under The Prudential Employee Savings Plan based on a plan statement dated December 31, 2011. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
5. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
6. The number of Restricted Stock Units awarded to the Reporting Person was determined by dividing 60 percent of the total compensation value being awarded by the average closing price of the Issuer's Common Stock on the New York Stock Exchange for the final 20-day trading period in December 2007, or \$94.29.
7. The restricted stock units vest with 50% after 2 years on 1/18/2010, 25% after year 3 on 1/18/2011, and 25% after year 4 on 1/18/2012.

/s/John M. Cafiero, Attorney-in-fact

01/20/2012

** 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.