

☐ 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>02/09/2012</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	02/09/2012		F		9,715 ⁽¹⁾	D	\$59.85	239,563	D	
Common Stock	02/10/2012		M		137,615 ⁽²⁾	A	\$0.0000	377,178	D	
Common Stock	02/10/2012		F		54,977 ⁽¹⁾	D	\$59	322,201	D	
Common Stock	02/13/2012		S ⁽³⁾		64,876	D	\$60.08 ⁽⁴⁾	257,325 ⁽⁵⁾	D	
Common Stock								1,267	I	By 401(k)
Common Stock								565	I	By Spouse

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				
2/10/09 Restricted Stock Units	\$0.0000 ⁽⁶⁾	02/10/2012		M			137,615	⁽⁷⁾	⁽⁷⁾	Common Stock	137,615	\$0.0000	0.0000	D	

Explanation of Responses:

1. Represents shares withheld for the payment of taxes when restricted shares vested.

2. Represents the vesting of previously awarded restricted stock units.

3. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2011.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60 to \$60.195, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

5. Following the transactions reported on this Form 4, Mr. Strangfeld continues to hold 231,812 shares directly and 1,267 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 1,023,557 vested stock options, 158,824 unvested stock options, 25,513 restricted stock units and 51,012 target performance shares (the exact number awarded being dependent on achievement of performance goals).

6. The Restricted Stock Units convert to common stock on a 1 to 1 basis.

7. The Restricted Stock Units will vest on February 10, 2012.

/s/Brian J. Morris, Attorney-in-fact 02/13/2012

** 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.