

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

|                                              |           |
|----------------------------------------------|-----------|
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**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

|                                                                                                                                                                                                                                                             |                                                                                               |                                                                                                                                                                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person*</b><br><u>CARBONE RICHARD J</u><br><br>(Last) (First) (Middle)<br><u>751 BROAD STREET, 4TH FLOOR</u><br><u>ATTN. CORPORATE COMPLIANCE</u><br><br>(Street)<br><u>NEWARK NJ 07102</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>PRUDENTIAL FINANCIAL INC [ PRU ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>EVP and CFO</u> |
|                                                                                                                                                                                                                                                             | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>02/09/2012</u>                  |                                                                                                                                                                                                                               |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                                                                                                                                                                                             |                                                                                               |                                                                                                                                                                                                                               |

**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                              |   | 1,690 <sup>(1)</sup>                                              | D          | \$59.85  | 84,103                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/10/2012                           |                                                    | M                              |   | 27,523 <sup>(2)</sup>                                             | A          | \$0.0000 | 111,626                                                                                       | D                                                        |                                                       |
| Common Stock                    | 02/10/2012                           |                                                    | F                              |   | 12,611 <sup>(1)</sup>                                             | D          | \$59     | 99,015                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 1,065 <sup>(3)</sup>                                                                          | 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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
| 2/10/09 Restricted Stock Units             | \$0.0000 <sup>(4)</sup>                                | 02/10/2012                           |                                                    | M                              |   |                                                                                        | 27,523 | (5)                                                      | (5)             | Common Stock                                                                      | \$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. Amount reported has been adjusted to include 110 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2010 and December 31, 2011 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. The Restricted Stock Units convert to common stock on a 1 to 1 basis.

5. 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.

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