

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

1. Name and Address of Reporting Person* <u>Koster Barbara</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>02/10/2012</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>Senior Vice President</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	02/10/2012		M		12,703 ⁽¹⁾	A	\$0.0000	24,778	D	
Common Stock	02/10/2012		F		3,848 ⁽²⁾	D	\$59	20,930	D	
Common Stock	02/13/2012		M		9,897	A	\$33.95	30,827	D	
Common Stock	02/13/2012		S		6,964	D	\$59.94	23,863 ⁽³⁾	D	
Common Stock								788 ⁽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				
2/10/09 Restricted Stock Units	\$0.0000 ⁽⁵⁾	02/10/2012		M			12,703	(6)	(6)	Common Stock	12,703	\$0.0000	0.0000	D	
6/19/02 Employee Stock Option (right to buy)	\$33.95	02/13/2012		M			9,897	(7)	06/19/2012	Common Stock	9,897	\$0.0000	0.0000	D	

Explanation of Responses:

- Represents the vesting of previously awarded restricted stock units.
- Represents shares withheld for the payment of taxes when restricted shares vested.
- Following the transactions reported on this Form 4, Ms. Koster continues to hold 23,863 shares directly and 788 shares indirectly in a 401(k) account. Ms. Koster also holds an additional 90,794 vested stock options, 15,883 unvested stock options, and 5,102 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- Amount reported has been adjusted to include 59 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between March 31, 2011 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).
- The Restricted Stock Units convert to common stock on a 1 to 1 basis.
- The Restricted Stock Units will vest on February 10, 2012.
- The option vested in three equal annual installments on June 19, 2003, 2004 and 2005.

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

02/14/2012

** 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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