

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

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>STRANGFELD JOHN R JR</u>	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC</u> [PRU]	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>
(Last) (First) (Middle) <u>751 BROAD STREET, 4TH FLOOR</u> <u>ATTN. CORPORATE COMPLIANCE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2013</u>	
(Street) <u>NEWARK</u> <u>NJ</u> <u>07102</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
(City) (State) (Zip)		

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	03/11/2013		M		242,312	A	\$25.3	505,893	D	
Common Stock	03/11/2013		M		111,810	A	\$45	617,703	D	
Common Stock	03/11/2013		S ⁽¹⁾		104,027	D	\$60 ⁽²⁾	513,676	D	
Common Stock	03/11/2013		S ⁽¹⁾		201,250	D	\$60	312,426 ⁽³⁾	D	
Common Stock								1,381	I	By 401(k)
Common Stock								572 ⁽⁴⁾	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				
2/10/04 Employee Stock Option (right to buy)	\$45	03/11/2013		M			111,810	(5)	02/10/2014	Common Stock	111,810	\$0.0000	0.0000	D	
2/10/09 Employee Stock Option (right to buy)	\$25.3	03/11/2013		M			242,312	(6)	02/10/2019	Common Stock	242,312	\$0.0000	0.0000	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 9, 2012.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60 to \$60.03, 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 (2) to this Form 4

3. Following the transactions reported on this Form 4, Mr. Strangfeld continues to hold 312,426 shares directly and 1,381 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 845,931 vested stock options, 453,107 unvested stock options, and 86,477 target performance shares (the exact number awarded being dependent on achievement of performance goals).

4. 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.

5. The option vested in three equal annual installments beginning on February 10, 2005.

6. The option vests in three equal annual installments beginning on February 10, 2010.

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

03/13/2013

** 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.

