Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTIAL I Form 4 April 05, 2016	FINANCIAL	INC	-									
FORM 4	L									PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								NOMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Estimated burden hoi response	Estimated average burden hours per response 0.5				
(Print or Type Respo	onses)											
1. Name and Address of Reporting Person <u>*</u> Baltimore Thomas J Jr			2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 751 BROAD ST FLOOR, ATTN COMPLIANCE	REET, 4TH . CORPORA			of Earliest Ti Day/Year) 2016	ransaction			X Director Officer (giv below)		% Owner her (specify		
				. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	(State)	(Zip)						Person				
(eny)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ties Ac	equired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Da any (Month/Day/Year)(Instr. 3)any (Month/Day/Year)			Date, if	Code Disposed of (D) ar) (Instr. 8) (Instr. 3, 4 and 5) (A) or)	SecuritiesForm: DirectBeneficially(D) or IndirectOwned(I)Following(Instr. 4)ReportedTransaction(s)(Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report of	n a senarate line	for each of	ass of sec	Code V		. ,	Price					
report of	a a separate fine			and the benefit		unt	July OI	manceay.				

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 control number.

 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. Transactic Code (Instr. 8)	5. Number proof 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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Optional	\$ 0 <u>(1)</u>	04/01/2016		А	529	(2)	(2)	Common Stock	529	\$ 72.2

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Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Baltimore Thomas J Jr 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Х							
Signatures								
/s/Andrew Hughes, attorney-in-fact	04/05/201	6						

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each notional share optional represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock or the cash value thereof under the Issuer's deferred compensation plan for non-employee directors.

Such shares are payable in common stock or cash, at the election of the reporting person, with payment to begin, at the election of the reporting person provided that such date shall be at least two (2) years after the end of the plan year with respect to which such elective deferrals relate. The reporting person may transfer his investment in the notional shares - optional to an alternative investment account, subject to the terms of the Issuer's deferred compensation plan for non-employee directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.