Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTIAL Form 4 June 20, 2016	FINANCIAL	INC									
FORM 4	1									PPROVAL	
FURINI 4 UNITED STATES S				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					NOMB Number:	3235-0287	
Check this be if no longer subject to Section 16.	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden hou	Estimated average burden hours per			
Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(a) of the l	Public U		ding Con	npany	Act	nge Act of 1934, of 1935 or Sectio 940	response on	. 0.5	
(Print or Type Resp	oonses)										
1. Name and Address of Reporting Person <u>*</u> Pelletier Stephen			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 S FLOOR, ATTN COMPLIANCE	TREET, 4TH N. CORPORA	Middle) TE		of Earliest Tr Day/Year) 2016	ransaction			Director X Officer (giv below) Execu			
	Filed(Mo			nendment, Date Original Ionth/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			
NEWARK, NJ	07102							Person	wore than one R	epotting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ties Ac	cquired, Disposed (of, or Beneficia	lly Owned	
	Fransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) and 5) (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Daminda D		f 1 1		Code V		. ,	Price				
Reminder: Report	on a separate line	for each cl	ass of sect	urities benef	icially own	ied dire	ectly of	r indirectly.			

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)	r) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		5. Number onof 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. D Se (Ii
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Compensation Shares	\$ 0 <u>(1)</u>	06/16/2016		А	298	(2)	(2)	Common Stock	298	C D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pelletier Stephen 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102			Executive Vice President				
Signatures							

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

06/20/2016

<u>**</u>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) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.

(2) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.

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.