Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTI Form 4 June 24, 201	IAL FINANCIAL	L INC									
FORM	ЛЛ									PPROVAL	
-	STATES	SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287		
Check th if no lon						- ~			Expires:	January 31, 2005	
subject to Section 16.				CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES					Estimated average burden hours per		
	Form 4 or							response 0.5			
Form 5 obligatio	-							nge Act of 1934,			
may con	tinue.			tility Hol	•	· ·	•	of 1935 or Sectio	on		
<i>See</i> Instr 1(b).	ruction	30(II)	of the fi	ivestinent	Compar	ly At	1 01 1	940			
(Print or Type	Responses)										
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]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
							INC				
(Last)	(First) (Middle)	3. Date of Earliest Transaction					XDirector10% Owner			
751 BROAD STREET, 4TH			(Month/Day/Year)					Officer (give title Other (specify below) below)			
	TTN. CORPORA		06/20/2	2013							
COMPLIA											
			4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
			Filed(Month/Day/Year)								
NEWARK,	, NJ 07102								More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	ities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, if	TransactionAcquired (A) or Code Disposed of (D)				Form: Direct D) or Indirect	Indirect Beneficial		
(1130.3)		(Month/Day/Year)		(Instr. 8)		Instr. 3, 4 and 5)		Owned (I)	Ownership	
								Following (Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Reminder: Rej	port on a separate line	e for each cl	ass of sec	urities benef	ficially own	ned di	rectly o	or 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2013 Restricted Stock Units	\$ 0 <u>(1)</u>	06/20/2013		А	10	(2)	(2)	Common Stock	10	\$ 71.
Notional Shares - Mandatory	\$ 0 <u>(3)</u>	06/20/2013		А	45	(4)	<u>(4)</u>	Common Stock	45	\$ 71.
Notional Shares - Optional	\$ 0 <u>(5)</u>	06/20/2013		А	69	<u>(6)</u>	<u>(6)</u>	Common Stock	69	\$ 71.

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Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o when runne / runness	Director	10% Owner	Officer	Other			
Baltimore Thomas J Jr 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	х						
Signatures							
/s/John M. Cafiero, attorney-in-fact	06/24/20	13					
<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).

Each restricted stock unit represents a contingent right to receive one share of PRU common stock or the economic equivalent thereof. The restricted stock units become payable, in PRU common stock or in cash, at the election of the reporting person, upon or following the reporting person's termination of service as a Director unless the reporting person elects an earlier date pursuant to the terms of the

- (1) The restricted stock units become payable, in FKO common stock of in easily, at the election of the reporting person, upon of following the reporting person's termination of service as a Director unless the reporting person elects an earlier date pursuant to the terms of the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.
- (2) The restricted stock units vest the earlier of the annual meeting or in one year on May 14, 2014 and were deferred under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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

Such shares are issuable, at the election of the reporting person, to begin on either (i) a date prior to the reporting person's retirement date, provided that such date is no earlier than the January 1 in the year following the plan period during which such fees would otherwise have been payable to the reporting person, (ii) within 90 days following the reporting person's retirement date, or (iii) such later date as

- selected by the reporting person, provided however, that payment must commence in the year the reporting person attains age 70 1/2. Each notional share - optional represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer
- (5) 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.

(6)

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.