Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

| PRUDENTIAL F Form 4 June 23, 2014 | INANCIAL | INC | | | | | | | | | |
|--|--|--|---|--------------------------------------|--|--|---|---|---|--|--|
| FORM 4 | | | | | | | | | PPROVAL | | |
| | UNITED | STATES | | RITIES A | | | COMMISSIO | N OMB Number: | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction | Filed pur | suant to S a) of the I | ection 1 Public U | SECUE 16(a) of th Itility Hole | RITIES le Securit ding Cor | ties Exchar | WNERSHIP OF nge Act of 1934, of 1935 or Section 940 | Estimated burden hou response | urs per | | |
| 1(b). (Print or Type Respon | ises) | | | | | | | | | | |
| 1. Name and Address STRANGFELD | s of Reporting | | Symbol | er Name and ENTIAL I | | | 5. Relationship o Issuer (Che | of Reporting Per eck all applicabl | | | |
| 751 BROAD STI | 751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE (Month/I 06/19/2 | | | | e of Earliest Transaction h/Day/Year) 9/2014 | | | _X_ Director 10% Owner _X_ Officer (give title _X_ Other (specify below) below) Chief Executive Officer / Chairman of the Board | | | |
| | Street) | 4. If Amendment, Date Filed(Month/Day/Year) | | | - | Applicable Line) _X_ Form filed by O | | | int/Group Filing(Check One Reporting Person fore than One Reporting | | |
| NEWARK, NJ 0' | /102 | | | | | | Person | | | | |
| (City) (S | State) | (Zip) | Tab | le I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year) | | Date, if | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or | | 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 | | (D) Price | . , | | | | |
| Reminder: Report on | a separate line | for each cla | ass of secu | urities benef | ficially own | ned directly 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. Transactic Code (Instr. 8) | 5. Number or of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerce Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8. D Sc (I: |
|---|---|---|---|--|---|---|--------------------|---|--|----------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Compensation Shares | \$ 0 <u>(1)</u> | 06/19/2014 | | А | 222 | (2) | (2) | Common Stock | 222 | C 2 |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-------------------------|-----------------------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| STRANGFELD JOHN R JR 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102 | Х | | Chief Executive Officer | Chairman of the Board | | |

Signatures

| /s/Brian J. Morris, | 06/23/2014 |
|---------------------|------------|
| attorney-in-fact | 00/25/2014 |

<u>**</u>Signature of Reporting Person

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.

Date

(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.