

STRANGFELD JOHN R JR  
Form 4  
February 14, 2019

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STRANGFELD JOHN R 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) (First) (Middle)

751 BROAD STREET, 4TH  
FLOOR, ATTN. CORPORATE  
COMPLIANCE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2019

☒ Director ☐ 10% Owner  
☐ Officer (give title ☒ Other (specify  
below) below)  
NON-EXEC CHAIRMAN OF THE BOARD

NEWARK, NJ 07102

4. If Amendment, Date 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)
Common Stock	02/12/2019		M	(A) or (D) Amount 47,460 (1)	A \$ 0 321,978	D	
Common Stock	02/12/2019		F	(A) or (D) Amount 21,784 (2)	D \$ 93.36 300,194	D	
Common Stock					1,904	I	By 401(k)
Common Stock					596	I	By Spouse

# Edgar Filing: STRANGFELD JOHN R JR - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
2016 Performance Shares	(1)	02/12/2019		M	41,558	(1) (1)	Common Stock	41,558

## 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	X			NON-EXEC CHAIRMAN OF THE BOARD

## Signatures

/s/Andrew Hughes,  
attorney-in-fact

02/14/2019

\*\*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) The Compensation Committee awarded these shares, the grant of which was made on February 9, 2016, and originally reported on a Form 4 filed with the SEC on February 11, 2016, based upon performance relative to the average Return On Equity (ROE) goals modified by ROE, EPS Growth and Book Value Per Share Growth relative to certain life insurance peers during the 2016 through 2018 performance period.

(2) Represents shares withheld for the payment of taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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