PRUDENTIAL FINANCIAL INC

Form 4

November 14, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer which the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

SECURITIES

may continue. *See* Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** FALZON ROBERT			2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) D STREET, 4TH TTN. CORPOR. NCE		3. Date of (Month/E) 11/09/2	•					Director 10% OwnerX Officer (give title Other (specify below) EVP and CFO			
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEWARK, NJ 07102									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-l	Deriva	tive S	Securi	ties Acqı	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any		3. Transacti Code (Instr. 8)	on(A) o	or Dis r. 3, 4			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	11/09/2016			M	15,0	007	A	\$ 84.53	51,776	D		
Common Stock	11/09/2016	/09/2016		S	14,6 (1)	595	D	\$ 90	37,081 <u>(2)</u>	D		
Common Stock									576	I	By 401(k)	

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

Persons who respond to the collection of information contained in this form are not (9-02)

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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 or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2014 Employee Stock Option (Right to Buy)	\$ 84.53	11/09/2016		M		15,007	(3)	02/11/2024	Common Stock	15,007

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FALZON ROBERT 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

EVP and CFO

Signatures

/s/Andrew Hughes, attorney-in-fact

11/14/2016

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 9, 2016.
- Following the transactions reported on this Form 4, Mr. Falzon continues to hold 37,081 shares directly and 576 shares indirectly in a (2) 401(k) account. Mr. Falzon also holds an additional 78,191 unvested stock options and 36,401 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (3) The options vested in three equal annual installments beginning on February 11, 2015.

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

Reporting Owners 2

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