

PRUDENTIAL FINANCIAL INC
 Form 4
 February 21, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 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) (First) (Middle)
 751 BROAD STREET, 4TH
 FLOOR, ATTN. CORPORATE
 COMPLIANCE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/16/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President

(Street)
 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)		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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	02/16/2017		M		8,909 A \$ 81.17	18,938	D	
Common Stock	02/16/2017		M		18,927 A \$ 63.59	37,865	D	
Common Stock	02/16/2017		M		26,950 A \$ 78.08	64,815	D	
Common Stock	02/16/2017		M		12,988 A \$ 84.53	77,803	D	
	02/16/2017		S			6,469 ⁽²⁾	D	

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Common Stock \$ 112.02
(1)

Common Stock 582 I By 401(k)

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

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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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
4/7/2014 Employee Stock Option (Right to Buy)	\$ 81.17	02/16/2017		M	8,909	<u>(3)</u> 04/07/2024	Common Stock	8,909	
2016 Employee Stock Option (Right to Buy)	\$ 63.59	02/16/2017		M	18,927	<u>(4)</u> 02/09/2026	Common Stock	18,927	
2015 Employee Stock Option (Right to Buy)	\$ 78.08	02/16/2017		M	26,950	<u>(5)</u> 02/10/2025	Common Stock	26,950	
2014 Employee Stock Option	\$ 84.53	02/16/2017		M	12,988	<u>(6)</u> 02/11/2024	Common Stock	12,988	

(Right to Buy)

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

02/21/2017

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.88 to \$112.11, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) Following the transaction reported on this Form 4, Mr. Pelletier continues to hold 6,469 shares directly and 582 shares indirectly in a 401(k) account. Mr. Pelletier also holds an additional 31,847 deferred compensation shares, 88,911 unvested stock options, and 46,103 target performance shares (the exact number awarded being dependent on achievement of performance goals).
 - (3) The options vest in three equal annual installments beginning April 7, 2015.
 - (4) The options vest in three equal annual installments beginning on February 9, 2017.
 - (5) The options vest in three equal annual installments beginning on February 10, 2016.
 - (6) The options vest 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. 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.