

Silitch Nicholas C
Form 4
August 11, 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 *
Silitch Nicholas C

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)

NEWARK, NJ 07102

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2017

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

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

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 or Disposed of (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/09/2017 | | M | | 5,334 | A | \$ 64.01 |
| Common Stock | 08/09/2017 | | M | | 6,579 | A | \$ 59.41 |
| Common Stock | 08/09/2017 | | M | | 2,984 | A | \$ 51.58 |
| Common Stock | 08/09/2017 | | S | | 14,897 | D | \$ 110 (1) |
| | 08/09/2017 | | G | V | | D | \$ 0 14,939 (3) |

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| | | | | |
|-----------------|---------------------|----------------|---|-----------|
| Common Stock | 1,001 <u>(2)</u> | | | |
| Common Stock | | 364 <u>(4)</u> | I | By 401(k) |

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

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(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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 2011 Employee Stock Option (Right to Buy) | \$ 64.01 | 08/09/2017 | | M | 5,334 | <u>(5)</u> 02/08/2021 | Common Stock | 5,334 |
| 2012 Employee Stock Option (Right to Buy) | \$ 59.41 | 08/09/2017 | | M | 6,579 | <u>(6)</u> 02/14/2022 | Common Stock | 6,579 |
| 5/8/2012 Employee Stock Option (Right to Buy) | \$ 51.58 | 08/09/2017 | | M | 2,984 | <u>(7)</u> 05/08/2022 | Common Stock | 2,984 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Silitch Nicholas C 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102 | | | Senior Vice President | |

Signatures

/s/Andrew Hughes,
attorney-in-fact

08/11/2017

__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 \$109.69 to \$110.57 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) Gifts to 501(c)(3) charitable foundations.

(3) Following the transactions reported on this Form 4, Mr. Silitch continues to hold 14,939 shares directly and 364 shares indirectly in a 401(k) account. Mr. Silitch also holds an additional 41,441 vested stock options, 40,201 unvested stock options, and 27,692 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(4) Amount reported has been adjusted to include 5 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2016 and June 30, 2017 based on a plan statement dated June 30, 2017. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

(5) The options vest in three equal annual installments beginning on February 8, 2012.

(6) The options vest in three equal annual installments beginning on February 14, 2013.

(7) The options vest in three equal annual installments beginning on May 8, 2013.

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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