## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTIAL FINANCIA Form 4 May 15, 2014	L INC	U							
Check this box if no longer subject to Section 16. Form 4 or Form 5 chligations	MENT OI rsuant to S (a) of the l	Wa F CHAN Section 1 Public U	NGES IN SECUE	, D.C. 20 BENEF RITIES le Securit ding Con	549 ICIAL O ies Excha npany Ac	E COMMISSIO WNERSHIP OF ange Act of 1934 t of 1935 or Secti 1940	N OMB Number: Expires: Estimated burden hou response	urs per	
SCOVANNER DOUGLAS A Sy			2. Issuer Name <b>and</b> Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) 751 BROAD STREET, 4TH FLOOR, ATTN: CORPOR COMPLIANCE			of Earliest Tr Day/Year) 2014	ransaction		X Director Officer (gi below)		% Owner her (specify	
(Street) NEWARK, NJ 07102			endment, Da onth/Day/Yea	-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Tab	le I - Non-I	Derivative	Securities .	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Data (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Reminder: Report on a separate lin	e for each cl	ass of sec	urities benef	ficially own	ned 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	· · · · · · · · · · · · · · · · · · ·		4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2014 Restricted Stock Units	\$ 0 <u>(1)</u>	05/13/2014		А	1,775	(2)	(2)	Common Stock	1,775	\$

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SCOVANNER DOUGLAS A 751 BROAD STREET, 4TH FLOOR ATTN: CORPORATE COMPLIANCE NEWARK, NJ 07102	Х					
Signatures						
/s/Brian J. Morris, attorney-in-fact	05/15/201	4				
**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) Each restricted stock unit represents a contingent right to receive one share of PRU common stock.
- (2) The restricted stock units vest the earlier of the annual meeting or in one year on May 13, 2015 and were deferred until retirement from the Board under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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.