

PRUDENTIAL FINANCIAL INC  
 Form 4  
 February 11, 2016

**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 \*  
**GRIER MARK B**

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)  
**02/09/2016**

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

(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) (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/09/2016		M	36,530 (1) A \$ 0	338,282	D	
Common Stock	02/09/2016		F	14,297 (2) D \$ 63.59	323,985	D	
Common Stock					22,158 (3)	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**

SEC 1474 (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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2016 Employee Stock Option (Right to Buy)	\$ 63.59	02/09/2016		A	100,947	(4) 02/09/2026	Common Stock
2016 Performance Shares	(5)	02/09/2016		A	33,246	(6) (6)	Common Stock
2013 Performance Shares	\$ 0 (1)	02/09/2016		M	24,353	(1) (1)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIER MARK B 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X		Vice Chairman	

## Signatures

/s/John M. Cafiero,  
attorney-in-fact

02/11/2016

\_\_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).

- The Compensation Committee awarded these shares, the grant of which was made on February 12, 2013, and originally reported on a
- (1) Form 4 filed with the SEC on February 14, 2013, based upon performance relative to the average Return On Equity (ROE) goals during the 2013 through 2015 performance period.
- (2) Represents shares withheld for the payment of taxes.

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Amount reported has been adjusted to include 156 shares of Issuer common stock acquired by the reporting person under The Prudential

- (3) Employee Savings Plan between September 30, 2015 and December 31, 2015 based on a plan statement dated December 31, 2015. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- (4) The options vest in three equal annual installments beginning on February 9, 2017.
- (5) The performance shares convert to common stock on a 1 to 1 basis.

Represents the target number of shares to be received relative to the Company's average ROE goals for the 2016 through 2018

- (6) performance period and relative performance against certain life insurance peer companies. The actual number of shares to be received will be determined by the Compensation Committee in February 2019.

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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