

PRUDENTIAL FINANCIAL INC
 Form 4
 November 14, 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 *
 Lowrey Charles F

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2016

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

751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE

(Street)

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

NEWARK, NJ 07102

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2016		M		41,581	A	\$ 48.36
Common Stock	11/09/2016		M		74,667	A	\$ 64.01
Common Stock	11/09/2016		S		121,976 (1)	D	\$ 90
Common Stock	11/10/2016		M		7,369	A	\$ 91.73
	11/10/2016		S		7,369 (1)	D	\$ 95
							36,408 (2)

Common
Stock

Common
Stock

203

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2010 Employee Stock Option (Right to Buy)	\$ 48.36	11/09/2016		M	41,581	<u>(3)</u> 02/09/2020	Common Stock	41,581	
2011 Employee Stock Option (Right to Buy)	\$ 64.01	11/09/2016		M	74,667	<u>(4)</u> 02/08/2021	Common Stock	74,667	
2/13/07 Employee Stock Option (Right to Buy)	\$ 91.73	11/10/2016		M	7,369	<u>(5)</u> 02/13/2017	Common Stock	7,369	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Lowrey Charles F
751 BROAD STREET, 4TH FLOOR
ATTN. CORPORATE COMPLIANCE
NEWARK, NJ 07102

Executive Vice President

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 May 10, 2016.
Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 36,408 shares directly and 203 shares indirectly in a
- (2) 401(k) account. Mr. Lowrey also holds an additional 277,211 vested stock options, 103,244 unvested stock options, and 51,445 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (3) The option vested in three equal annual installments beginning on February 9, 2011.
- (4) The option vested in three equal annual installments beginning on February 8, 2012.
- (5) The option vested in three equal annual installments beginning on February 13, 2008.

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.