

PRUDENTIAL FINANCIAL INC
 Form 4
 July 11, 2013

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 *
 Sayre Peter 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)
 07/10/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Senior 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) (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	07/10/2013		M	11,879 A \$ 55.75	23,816	D	
Common Stock	07/10/2013		S ⁽¹⁾	10,888 D \$ 77.63 ⁽²⁾	12,928 ⁽³⁾	D	
Common Stock					333 ⁽⁴⁾	I	By 401(k)
Common Stock					66 ⁽⁵⁾	I	By Spouse

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- Following the transactions reported on this Form 4, Mr. Sayre continues to hold 12,928 shares directly and 333 shares indirectly in a
- (3) 401(k) account. Mr. Sayre also holds an additional 37,113 vested stock options, 22,330 unvested stock options, and 4,309 target performance shares (the exact number awarded being dependent on achievement of performance goals).

- Amount reported has been adjusted to include 21 shares of Issuer common stock acquired by the reporting person under The Prudential
- (4) Employee Savings Plan between March 31, 2013 and June 30, 2013 based on a plan statement dated June 30, 2013. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this
- (5) report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

- (6) The option vests in three equal annual installments beginning on February 10, 2005.

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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