

PRUDENTIAL FINANCIAL INC  
 Form 4  
 November 14, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 STRANGFELD JOHN R JR

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)  
 08/09/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer / Chairman of the Board

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	08/09/2016		G	V	6,300 <sup>(1)</sup>	D	\$ 0	320,500	D	
Common Stock	11/09/2016		M		143,177	A	\$ 80	383,677	D	
Common Stock	11/09/2016		M		146,315	A	\$ 69.03	529,992	D	
Common Stock	11/09/2016		S		275,855 <sup>(2)</sup>	D	\$ 90	254,137	D	
	11/10/2016		M		66,310	A		320,447	D	

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Common Stock					\$ 91.73				
Common Stock	11/10/2016		S	65,873 (2)	D	\$ 94	254,574	D	
Common Stock	11/10/2016		M	135,136	A	\$ 48.36	389,710	D	
Common Stock	11/10/2016		S	117,040 (2)	D	\$ 95	272,670 (3)	D	
Common Stock							1,770	I	By 401(k)
Common Stock							592 (4)	I	By Spouse

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
1/18/08 Employee Stock Option (Right to Buy)	\$ 80	11/09/2016		M	143,177	(5)	01/18/2018	Common Stock	143,177
2/12/08 Employee Stock Option (Right to Buy)	\$ 69.03	11/09/2016		M	146,315	(6)	02/12/2018	Common Stock	146,315
2/13/07 Employee Stock	\$ 91.73	11/10/2016		M	66,310	(7)	02/13/2017	Common Stock	66,310

Option  
(Right to  
Buy)

2010

Employee

Stock

\$ 48.36

11/10/2016

M

135,136

(8)

02/09/2020

Common  
Stock

135,13

Option  
(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGFELD JOHN R JR 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X		Chief Executive Officer	Chairman of the Board

## 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) Gifts to 501(c)(3) charitable foundations.

(2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2016.

(3) Following the transactions reported on this Form 4, Mr. Strangfeld continues to hold 272,670 shares directly and 1,770 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 41,428 deferred compensation shares, 719,142 vested stock options, 207,983 unvested stock options and 101,443 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this 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.

(5) The option vested with 50% after 2 years on 1/18/2010, 25% after year 3 on 1/18/2011, and 25% after year 4 on 1/18/2012.

(6) The option vested in three equal annual installments beginning on February 12, 2009.

(7) The option vested in three equal annual installments beginning on February 13, 2008.

(8) The options vested in three equal annual installments beginning on February 9, 2011.

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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