

PRUDENTIAL FINANCIAL INC
 Form 4
 November 20, 2013

FORM 4

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

OMB APPROVAL

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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)
11/18/2013

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/18/2013		M		83,846	A	\$ 55.75	398,417	D	
Common Stock	11/18/2013		M		117,052	A	\$ 69.03	515,469	D	
Common Stock	11/18/2013		M		108,109	A	\$ 48.36	314,571	D	
Common Stock	11/18/2013		S		280,902	D	\$ 89.3 (1)	234,567 (2)	D	
								20,806 (3)	I	By 401(k)

Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned 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	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
2/8/05 Employee Stock Option (Right to Buy)	\$ 55.75	11/18/2013		M	83,846	<u>(4)</u> 02/08/2015	02/08/2015	Common Stock	83,846
2/12/08 Employee Stock Option (Right to Buy)	\$ 69.03	11/18/2013		M	117,052	<u>(5)</u> 02/12/2018	02/12/2018	Common Stock	117,052
2010 Employee Stock Option (Right to Buy)	\$ 48.36	11/18/2013		M	108,109	<u>(6)</u> 02/09/2020	02/09/2020	Common Stock	108,109

Reporting Owners

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

