

PRUDENTIAL FINANCIAL INC  
Form 4  
February 13, 2014

**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)  
02/11/2014

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) |            |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |            |   |           |
| Common Stock                    | 02/11/2014                           |  | M                              | V   | 25,634<br>(1)   | A  | \$ 0                                       | 260,201    | D |           |
| Common Stock                    | 02/11/2014                           |  | F                              |   | 9,916<br>(2)  | D  | \$ 84.53                                   | 250,285    | D |           |
| Common Stock                    |                                      |  |                                |   |   |  |  | 20,862 (3) | I | By 401(k) |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |
| 2014 Performance Shares                    | \$ 0 <sup>(4)</sup>                                    | 02/11/2014                           |  | A                              | 23,770  | <sup>(5)</sup>   | <sup>(5)</sup>  | Common Stock  |
| 2014 Employee Stock Option (Right to Buy)  | \$ 84.53   | 02/11/2014                           |  | A                              | 60,607  | <sup>(6)</sup>   | 02/11/2024      | Common Stock  |
| 2011 Performance Shares                    | \$ 0 <sup>(1)</sup>                                    | 02/11/2014                           |  | M                              | 20,255  | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock  |

## Reporting Owners

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

## Signatures

/s/Brian J. Morris,  
attorney-in-fact

02/13/2014

\_\_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 8, 2011, and originally reported on a (1) Form 4 filed with the SEC on February 10, 2011, based upon performance relative to the annual goals for Return On Equity (ROE) and Earnings Per Share (EPS) during the 2011 through 2013 performance period.

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- (2) Represents shares withheld for the payment of taxes.

Amount reported has been adjusted to include 56 shares of Issuer common stock acquired by the reporting person under The Prudential

- (3) Employee Savings Plan between September 30, 2013 and December 31, 2013 based on a plan statement dated December 31, 2013. 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 performance shares convert to common stock on a 1 to 1 basis.
- (5) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2014 through 2016 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2017.
- (6) The options vest in three equal annual installments beginning on February 11, 2015.

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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