

PRUDENTIAL FINANCIAL INC
 Form 4
 February 13, 2014

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 *
 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)
 751 BROAD STREET, 4TH
 FLOOR, ATTN. CORPORATE
 COMPLIANCE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2014

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

NEWARK, NJ 07102
 (City) (State) (Zip)

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

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 or Price			
Common Stock	02/11/2014		M		14,472 ⁽¹⁾	A	\$ 0 59,443	D
Common Stock	02/11/2014		F		8,078 ⁽²⁾	D	\$ 84.53 51,365	D
Common Stock	02/11/2014		M		6,988	A	\$ 0 58,353	D
Common Stock	02/11/2014		M		22,988	A	\$ 0 81,341	D
	02/11/2014		S ⁽³⁾		29,976	D	51,365 ⁽⁵⁾	D

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Common Stock	\$ 83.12 <u>(4)</u>			
Common Stock	0	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2011 Performance Shares	\$ 0 ⁽¹⁾	02/11/2014		M	11,435	⁽¹⁾ ⁽¹⁾	Common Stock
2014 Performance Shares	\$ 0 ⁽⁶⁾	02/11/2014		A	15,281	⁽⁷⁾ ⁽⁷⁾	Common Stock
2014 Employee Stock Option (Right to Buy)	\$ 84.53	02/11/2014		A	38,962	⁽⁸⁾ 02/11/2024	Common Stock
2/8/05 Employee Stock Option (Right to Buy)	\$ 55.75	02/11/2014		M	6,988	⁽⁹⁾ 02/08/2015	Common Stock
2/10/09 Employee Stock Option (Right to Buy)	\$ 25.3	02/11/2014		M	22,988	⁽¹⁰⁾ 02/10/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lowrey Charles F 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102			Executive Vice President	

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).
- (1) The Compensation Committee awarded these shares, the grant of which was made on February 8, 2011, and originally reported on a 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.
- (2) Represents shares withheld for the payment of taxes.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2013.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.63 to \$83.38, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- (5) Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 51,365 shares directly and 0 shares indirectly in a 401(k) account. Mr. Lowrey also holds an additional 290,081 vested stock options, 239,952 unvested stock options, and 45,416 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (6) The performance shares convert to common stock on a 1 to 1 basis.
- (7) 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.
- (8) The options vest in three equal annual installments beginning on February 11, 2015.
- (9) The option vested in three equal annual installments beginning on February 8, 2006.
- (10) The option vests in three equal annual installments beginning on February 10, 2010.

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.