

STRANGFELD JOHN R JR  
Form 4  
January 11, 2019

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/09/2019

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
below)  
NON-EXEC CHAIRMAN OF THE BOARD

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 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)			
Common Stock	01/09/2019		M <sup>(1)</sup>	33,693 A	\$ 0 308,211	D	
Common Stock	01/09/2019		D <sup>(1)</sup>	33,693 D	\$ 85.5 274,518 <sup>(2)</sup>	D	
Common Stock					1,904 <sup>(3)</sup>	I	By 401(k)
Common Stock					596 <sup>(4)</sup>	I	By Spouse

# Edgar Filing: STRANGFELD JOHN R JR - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	Amount or Number of Share
Deferred Compensation Shares	\$ 0 <sup>(5)</sup>	01/09/2019		M <sup>(1)</sup>	33,693	<sup>(6)</sup> <sup>(6)</sup>	Common Stock	33,693

## 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			NON-EXEC CHAIRMAN OF THE BOARD

## Signatures

/s/Andrew Hughes,  
attorney-in-fact

01/11/2019

                    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) Distribution resulting from retirement as Chief Executive Officer.

(2) Following the transaction reported on this Form 4, Mr. Strangfeld continues to hold 274,518 shares directly and 1,904 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 738,934 vested stock options, 237,423 unvested stock options, 10,935 deferred compensation shares, and 125,379 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) Amount reported has been adjusted to include 83 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2017 and December 31, 2018 based on a plan statement dated December 31, 2018. The

## Edgar Filing: STRANGFELD JOHN R JR - Form 4

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

- (4) 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) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.
- (6) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.

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.