

PRUDENTIAL FINANCIAL INC

Form 4

August 21, 2014

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

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(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**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2014

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Vice Chairman

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 (A) or (D)	Price	
Common Stock	08/19/2014		M		120,806	A \$ 80	371,091 D
Common Stock	08/19/2014		M		132,267	A \$ 64.01	503,358 D
Common Stock	08/19/2014		M		115,790	A \$ 59.41	619,148 D
Common Stock	08/19/2014		M		67,829	A \$ 57	686,977 D
	08/19/2014		S		408,076	D	278,901 ⁽²⁾ D

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Common
Stock

\$
89.42
(1)

Common
Stock

21,184 (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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(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	08/19/2014		M	120,806	<u>(4)</u> 01/18/2018	Common Stock 120,80
2011 Employee Stock Option (Right to Buy)	\$ 64.01	08/19/2014		M	132,267	<u>(5)</u> 02/08/2021	Common Stock 132,26
2012 Employee Stock Option (Right to Buy)	\$ 59.41	08/19/2014		M	115,790	<u>(6)</u> 02/14/2022	Common Stock 115,79
2013 Employee Stock Option (Right to Buy)	\$ 57	08/19/2014		M	67,829	<u>(7)</u> 02/12/2023	Common Stock 67,829

Reporting Owners

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

Signatures

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

08/21/2014

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.22 to \$89.73 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 (1) to this Form 4.

(2) Following the transactions reported on this Form 4, Mr. Grier continues to hold 278,901 shares directly and 21,184 shares indirectly in a 401(k) account. Mr. Grier also holds an additional 129,979 vested stock options, 254,162 unvested stock options, and 72,015 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) Amount reported has been adjusted to include 322 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2013 and June 30, 2014 based on a plan statement dated June 30, 2014. 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 option vests 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.

(5) The options vest in three equal annual installments beginning on February 8, 2012.

(6) The options vest in three equal annual installments beginning on February 14, 2013.

(7) The options vest in three equal annual installments beginning on February 12, 2014.

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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