Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTI Form 4 January 05, 2	AL FINANCIAL 2015	. INC									
FORM	ГЛ								-	PPROVAL	
Check this box				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: January 3 200 Estimated average burden hours per response 0.	
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectio 940			
(Print or Type I	Responses)										
			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) 01/01/2015					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEWARK,	NJ 07102							Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day.			Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			SecuritiesForm: DirectInBeneficially(D) or IndirectEOwned(I)(D)Following(Instr. 4)(C)Following(Instr. 4)(C)ReportedTransaction(s)(Instr. 3 and 4)(Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Ren	port on a separate line	for each a	ass of sea	Code V			Price	or indirectly			
remnaer. Rep	sore on a separate fine	ion cach ci	100 01 000	antico bener	ionary own	icu ul	coury c	in maneeuy.			

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.

 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. Transactic Code (Instr. 8)	5. Numbe onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration E (Month/Day	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 or Number of Shares	
Notional Shares - Optional	\$ 0 <u>(1)</u>	01/01/2015		А	422	(2)	(2)	Common Stock	422	\$ 90.4

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Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Baltimore Thomas J Jr 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X							
Signatures								
/s/ Brian J. Morris, attorney-in-fact	01/05/201	01/05/2015						
**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) Each notional share optional represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock or the cash value thereof under the Issuer's deferred compensation plan for non-employee directors.

Such shares are payable in common stock or cash, at the election of the reporting person, with payment to begin, at the election of the reporting person provided that such date shall be at least two (2) years after the end of the plan year with respect to which such elective deferrals relate. The reporting person may transfer his investment in the notional shares - optional to an alternative investment account, subject to the terms of the Issuer's deferred compensation plan for non-employee directors.

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.