PRUDENTIAL FINANCIAL INC

Form 4

February 03, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **UNRUH JAMES A** Issuer Symbol PRUDENTIAL FINANCIAL INC (Check all applicable) [PRU] 3. Date of Earliest Transaction (Last) (First) (Middle) X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) 751 BROAD STREET, 4TH 02/01/2015 FLOOR, ATTN. CORPORATE **COMPLIANCE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEWARK, NJ 07102 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 02/01/2015 $M^{(1)}$ 29,687 D 31 Stock Common 02/01/2015 $D^{(1)}$ 31 29,656 D Stock

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)	4. Transaction Code (Instr. 8)	5. tionNumber 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 A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Optional	\$ 0 (2)	02/01/2015	M(1)	3	31	(3)	(3)	Common Stock	31	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

UNRUH JAMES A
751 BROAD STREET, 4TH FLOOR
ATTN. CORPORATE COMPLIANCE
NEWARK, NJ 07102

Signatures

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

02/03/2015

**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) Mandatory nondiscretionary transaction executed pursuant to the issuer's deferred compensation plan for non-employee directors.
- (2) 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.

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