#### PRUDENTIAL FINANCIAL INC

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Form 5

February 10, 2015

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STRANGFELD JOHN R JR Symbol PRUDENTIAL FINANCIAL INC (Check all applicable) [PRU] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner X\_ Officer (give title \_X\_ Other (specify (Month/Day/Year) below) below) 12/31/2014 Chief Executive Officer / Chairman of the 751 BROAD STREET, 4TH Board FLOOR, ATTN. CORPORATE **COMPLIANCE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEWARK, NJÂ 07102 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (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 5. Amount of 6. Ownership 7. Nature of Transaction Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common 2,531 Â Â 05/29/2014 D \$0 G 312,591 D Stock (1) Common 1.255 08/13/2014 Â G D \$0 311,336 (2) D Â (1) Stock Common Â Â Â Â Â Â 1,559 = (3)Ι By 401(k) Stock

By Spouse

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Common 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						_			or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
STRANGFELD JOHN R JR 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	ÂX	Â	Chief Executive Officer	Chairman of the Board			

### **Signatures**

/s/ Brian J. Morris, attorney-in-fact 02/10/2015

\*\*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) Gift to a 501(c)(3) charitable foundation.
- Following the transactions reported on this Form 5, Mr. Strangfeld continues to hold 311,336 shares directly and 1,559 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 964,720 vested stock options, 312,886 unvested stock options, and 89,204 target performance shares (the exact number awarded being dependent on achievement of performance goals)

**(3)** 

Reporting Owners 2

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Amount reported has been adjusted to include 86 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2013 and December 31, 2014 based on a plan statement dated December 31, 2014. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

- Amount reported has been adjusted to include 6 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2013 and December 31, 2014 based on a plan statement dated December 31, 2014. The 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 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.