#### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

#### PRUDENTIAL FINANCIAL INC

Form 4

February 12, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

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January 31, 2005

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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

1(b).

(Last)

COMPLIANCE

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* TAYLOR SHARON C

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PRUDENTIAL FINANCIAL INC

[PRU]

(Check all applicable) Director 10% Owner

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

02/10/2015

X\_ Officer (give title Other (specify below) Senior Vice President

751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE

(Middle)

(Street) 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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Table 1 Troit Detrivative Securities Required, Disposed bit, of Denericany Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)  Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	02/10/2015		M	4,887 (1)	A	\$ 0	57,306	D		
Common Stock	02/10/2015		F	1,539 (2)	D	\$ 78.08	55,767	D		
Common Stock							1,502 (3)	I	By 401(k)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
2012 Performance Shares	\$ 0 (1)	02/10/2015		M		3,258	<u>(1)</u>	<u>(1)</u>	Common Stock	3,
2015 Performance Shares	\$ 0 (4)	02/10/2015		A	6,570		(5)	<u>(5)</u>	Common Stock	6,
2015 Employee Stock Option (Right to Buy)	\$ 78.08	02/10/2015		A	18,192		<u>(6)</u>	02/10/2025	Common Stock	18

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TAYLOR SHARON C 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

Senior Vice President

## **Signatures**

/s/ Brian J. Morris,

attorney-in-fact 02/12/2015

\*\*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).
- The Compensation Committee awarded these shares, the grant of which was made on February 14, 2012, and originally reported on a (1) Form 4 filed with the SEC on February 16, 2012, based upon performance relative to the average Return On Equity (ROE) goals during the 2012 through 2014 performance period.

Reporting Owners 2

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- (2) Represents shares withheld for the payment of taxes.
- Amount reported has been adjusted to include 9 shares of Issuer common stock acquired by the reporting person under The Prudential
- (3) Employee Savings Plan between September 30, 2014 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).
- (4) The performance shares convert to common stock on a 1 to 1 basis.
  - Represents the target number of shares to be received relative to the Company's average ROE goals for the 2015 through 2017
- (5) performance period and relative performance against certain life insurance peer companies. The actual number of shares to be received will be determined by the Compensation Committee in February 2018.
- (6) The options vest in three equal annual installments beginning on February 10, 2016.

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.