

PRUDENTIAL FINANCIAL INC
 Form 4
 October 12, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/10/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE

(Street)

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

NEWARK, NJ 07102

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/10/2016 | | M | | 16,320 | A | \$ 69.03 |
| Common Stock | 10/10/2016 | | M | | 7,536 | A | \$ 48.36 |
| Common Stock | 10/10/2016 | | M | | 19,200 | A | \$ 64.01 |
| Common Stock | 10/10/2016 | | M | | 16,996 | A | \$ 59.41 |
| | 10/10/2016 | | M | | 31,977 | A | \$ 57 |

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| | | | | | | | | |
|--------------|------------|---|------------------------------|---|-------------|--------|----------------|-----------|
| Common Stock | | | | | | | | |
| Common Stock | 10/10/2016 | S | <u>65,847</u> ⁽¹⁾ | D | \$ 85 | 87,083 | | D |
| Common Stock | 10/10/2016 | S | <u>4,821</u> ⁽¹⁾ | D | \$ 84.99 | 82,262 | | D |
| Common Stock | 10/10/2016 | S | <u>14,822</u> ⁽¹⁾ | D | \$ 84.97 | 67,440 | ⁽⁴⁾ | D |
| Common Stock | | | | | | 1,729 | ⁽⁵⁾ | 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 or Number of Shares |
| 2/12/08 Employee Stock Option (Right to Buy) | \$ 69.03 | 10/10/2016 | | M | 16,320 | ⁽⁶⁾ 02/12/2018 | Common Stock | 16,320 | |
| 2010 Employee Stock Option (Right to Buy) | \$ 48.36 | 10/10/2016 | | M | 7,536 | ⁽⁷⁾ 02/09/2020 | Common Stock | 7,536 | |
| 2011 Employee Stock Option (Right to Buy) | \$ 64.01 | 10/10/2016 | | M | 19,200 | ⁽⁸⁾ 02/08/2021 | Common Stock | 19,200 | |

| | | | | | | | | | |
|--|----------|------------|---|--------|-------------|------------|-----------------|--------|--|
| Stock Option (Right to Buy) | | | | | | | | | |
| 2012 Employee Stock Option (Right to Buy) | \$ 59.41 | 10/10/2016 | M | 16,996 | <u>(9)</u> | 02/14/2022 | Common Stock | 16,996 | |
| 2013 Employee Stock Option (Right to Buy) | \$ 57 | 10/10/2016 | M | 31,977 | <u>(10)</u> | 02/12/2023 | Common Stock | 31,977 | |

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/Andrew Hughes,
attorney-in-fact

10/12/2016

**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 Sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2016.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.65 to \$85.16 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 2 to this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.68 to \$85.15 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 3 to this Form 4.
 - (4) Following the transactions reported on this Form 4, Ms. Taylor continues to hold 67,440 shares directly and 1,729 shares indirectly in a 401(k) account. Ms. Taylor also holds an additional 27,094 vested stock options, 38,449 unvested stock options, and 18,296 target performance shares (the exact number awarded being dependent on achievement of performance goals).

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- Amount reported has been adjusted to include 10 shares of Issuer common stock acquired by the reporting person under The Prudential
- (5) Employee Savings Plan between June 30, 2016 and September 30, 2016 based on a plan statement dated September 30, 2016. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
 - (6) The option vests in three equal annual installments beginning on February 12, 2009.
 - (7) The options vest in three equal annual installments beginning on February 9, 2011.
 - (8) The options vest in three equal annual installments beginning on February 8, 2012.
 - (9) The options vest in three equal annual installments beginning on February 14, 2013.
 - (10) 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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