

SCHMIDT TIMOTHY L
 Form 3
 December 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 SCHMIDT TIMOTHY L
 (Last) (First) (Middle)
 751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE
 (Street)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 12/01/2018

3. Issuer Name and Ticker or Trading Symbol
 PRUDENTIAL FINANCIAL INC [PRU]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,603	D	À
Common Stock	213	I	By 401(k)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
2011 Employee Stock Option (Right to Buy)	Â (1)	02/08/2021	Common Stock	5,334	\$ 64.01	D	Â
2012 Employee Stock Option (Right to Buy)	Â (2)	02/14/2022	Common Stock	6,579	\$ 59.41	D	Â
2013 Employee Stock Option (Right to Buy)	Â (3)	02/12/2023	Common Stock	10,902	\$ 57	D	Â
2016 Restricted Stock Units	Â (4)	Â (4)	Common Stock	8,658	\$ 0	D	Â
2017 Performance Shares	Â (5)	Â (5)	Common Stock	1,518	\$ 0	D	Â
2017 Restricted Stock Units	Â (6)	Â (6)	Common Stock	6,070	\$ 0	D	Â
2018 Performance Shares	Â (7)	Â (7)	Common Stock	1,313	\$ 0	D	Â
2018 Restricted Stock Units	Â (8)	Â (8)	Common Stock	5,251	\$ 0	D	Â
8/15/2012 Employee Stock Option (Right to Buy)	Â (9)	08/15/2022	Common Stock	3,811	\$ 54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT TIMOTHY L 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Â	Â	Â Senior Vice President	Â

Signatures

/s/Andrew Hughes,
attorney-in-fact

12/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 options vest in three equal annual installments beginning on February 8, 2012.

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- (2) The options vest in three equal annual installments beginning on February 14, 2013.
- (3) The options vest in three equal annual installments beginning on February 12, 2014.
- (4) The Restricted Stock Units will vest on February 9, 2019.

Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2017 through 2019 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2020.

- (6) The Restricted Stock Units will vest on February 14, 2020.

Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.

- (8) The Restricted Stock Units will vest on February 13, 2021.

- (9) The options vest in three equal annual installments beginning on August 15, 2013.

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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