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PRUDENTIAL FINANCIAL INC Form 4 December 21, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 Baltimore Thomas J Jr 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) below) below) 751 BROAD STREET, 4TH 12/17/2015 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** Person (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 Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	ionof Den Sec Acc (A) Dis of (posed D) str. 3, 4,	Expiration Date Unde		7. Title and Underlying (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Mandatory	\$ 0 <u>(1)</u>	12/17/2015		А	7:	5	(2)	(2)	Common Stock	75	\$ 81
Notional Shares - Optional	\$ 0 <u>(3)</u>	12/17/2015		А	18	2	<u>(4)</u>	<u>(4)</u>	Common Stock	182	\$ 81
2015 Restricted Stock Units	\$ 0 <u>(5)</u>	12/17/2015		А	1:	5	<u>(6)</u>	<u>(6)</u>	Common Stock	15	\$ 81

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Baltimore Thomas J Jr 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Х							
Signatures								
/s/John M. Cafiero, attorney-in-fact	12/21/2015							

**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).
- Each notional share mandatory represents a deferred stock unit and entitles the holder thereof with the right to receive one share of (1)Issuer common stock under the Issuer's deferred compensation plan for non-employee directors.

Such shares are issuable, at the election of the reporting person, to begin on either (i) a date prior to the reporting person's retirement date, provided that such date is no earlier than the January 1 in the year following the plan period during which such fees would otherwise have

(2) been payable to the reporting person, (ii) within 90 days following the reporting person's retirement date, or (iii) such later date as selected by the reporting person, provided however, that payment must commence in the year the reporting person attains age 70 1/2.

(3)

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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

(4) reporting person provided that such date shart 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.

Each restricted stock unit represents a contingent right to receive one share of PRU common stock or the economic equivalent thereof.

- (5) The restricted stock units become payable, in PRU common stock or in cash, at the election of the reporting person, upon or following the reporting person's termination of service as a Director unless the reporting person elects an earlier date pursuant to the terms of the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.
- (6) The restricted stock units vest the earlier of the annual meeting or in one year on May 12, 2016 and were deferred under the Prudential Financial, Inc. 2011 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.