Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

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PRUDENTI Form 4 May 11, 201	AL FINANCIAL	INC									
FORM	ЛЛ								OMB AF	PROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287		
Check th if no lon subject to Section 2 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ins tinue.	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 20(b) of the Investment Company Act of 1040							Expires: Estimated a burden hour response	ed average hours per	
(Print or Type)	Responses)										
POON CHRISTINE A Symb PRU			Symbol	DENTIAL FINANCIAL INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M			3. Date of Earliest Transaction (Month/Day/Year) 05/09/2017					X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amendment, Date Orig Filed(Month/Day/Year)				-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secur	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	ties Ao spose	cquired d of (D)	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	
Common Stock	05/09/2017			М	2,006	A	\$ 0	13,589	D		
Common Stock	05/09/2017			D	2,006	D	\$ 107.88	11,583	D		

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. Transactio Code (Instr. 8)	5. Numl orDerivati Securitic Acquire Dispose (Instr. 3 5)	ve es d (A) or d of (D)	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
2017 Restricted Stock Units	<u>(1)</u>	05/09/2017		A	1,390		(2)	(2)	Common Stock	1,390
2016 Restricted Stock Units	\$ 0 <u>(1)</u>	05/09/2017		М		2,006	(3)	(3)	Common Stock	2,006

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
POON CHRISTINE A 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	х							
Signatures								
/s/Andrew Hughes, attorney-in-fact	05/11/201	7						
** 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) Each restricted stock unit represents a contingent right to receive the economic equivalent of one share of PRU common stock.
- (2) The restricted stock units vest the earlier of the annual meeting or in one year on May 10, 2018 and were deferred under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.
- (3) The restricted stock units vest the earlier of the annual meeting or in one year on May 10, 2017.

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.