

PRUDENTIAL FINANCIAL INC
 Form 4
 September 26, 2013

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 *
 Silitch Nicholas 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)
 09/15/2013

____ 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	09/15/2013 ⁽¹⁾		M	1,676 ⁽²⁾ A \$ 0	1,676	D	
Common Stock	09/15/2013 ⁽¹⁾		F	690 ⁽³⁾ D \$ 79.69	986 ⁽⁴⁾	D	
Common Stock					140 ⁽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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SEC 1474 (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 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)	8. Pr Deriv Secur (Instr. 3 and 4)
2010 Restricted Stock Units	\$ 0 ⁽⁶⁾	09/15/2013 ⁽¹⁾		M	1,676	⁽⁷⁾ / ⁽⁷⁾	Common Stock	1,676

Reporting Owners

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

Signatures

/s/John M. Cafiero,
attorney-in-fact

09/26/2013

**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) Late filing of an off-cycle vesting of restricted stock units due to an administrative oversight.
- (2) Represents the vesting of previously awarded restricted stock units.
- (3) Represents shares withheld for the payment of taxes when restricted shares vested.
- (4) Following the transactions reported on this Form 4, Mr. Silitch continues to hold 986 shares directly and 140 shares indirectly in a 401(k) account. Mr. Silitch also holds an additional 31,506 vested stock options, 40,131 unvested stock options, 5,166 restricted stock units, and 4,238 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 113 shares of Issuer common stock acquired by the reporting person under The Prudential

- (5) Employee Savings Plan between March 31, 2012 and June 30, 2013 based on a plan statement dated June 30, 2013. 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 Restricted Stock Units convert to common stock on a 1 to 1 basis.
- (7) The Restricted Stock Units will vest on September 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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