

PRUDENTIAL FINANCIAL INC
 Form 4
 November 20, 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 *
GRIER MARK B

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)
751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2013

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

NEWARK, NJ 07102
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/18/2013		M		83,846	\$ 55.75	A 398,417 D
Common Stock	11/18/2013		M		117,052	\$ 69.03	A 515,469 D
Common Stock	11/18/2013		M		108,109	\$ 48.36	A 314,571 D
Common Stock	11/18/2013		S		280,902	\$ 89.3 (1)	D 234,567 (2) D
							20,806 (3) I By 401(k)

Common
Stock

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. 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 Number Shares
2/8/05 Employee Stock Option (Right to Buy)	\$ 55.75	11/18/2013		M	83,846	<u>(4)</u> 02/08/2015	Common Stock	83,846	
2/12/08 Employee Stock Option (Right to Buy)	\$ 69.03	11/18/2013		M	117,052	<u>(5)</u> 02/12/2018	Common Stock	117,052	
2010 Employee Stock Option (Right to Buy)	\$ 48.36	11/18/2013		M	108,109	<u>(6)</u> 02/09/2020	Common Stock	108,109	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIER MARK B 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE	X		Vice Chairman	

NEWARK, NJ 07102

Signatures

/s/Brian J. Morris,
attorney-in-fact

11/20/2013

 **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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.98 to \$89.76, 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 (1) to this Form 4.

(2) Following the transactions reported on this Form 4, Mr. Grier continues to hold 234,567 shares directly and 20,806 shares indirectly in a 401(k) account. Mr. Grier also holds an additional 396,858 vested stock options, 363,368 unvested stock options, and 68,500 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) Amount reported has been adjusted to include 299 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2012 and September 30, 2013 based on a plan statement dated September 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).

(4) The option vests in three equal annual installments beginning on February 8, 2006.

(5) The option vests in three equal annual installments beginning on February 12, 2009.

(6) The options vest in three equal annual installments beginning on February 9, 2011.

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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