

PRUDENTIAL FINANCIAL INC  
Form 4  
February 03, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
UNRUH JAMES A

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)

NEWARK, NJ 07102

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2015

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

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   | (A) or (D)  | Price |
| Common Stock                    | 02/01/2015                           |  | M <sup>(1)</sup>               | 31  | A   | \$ 75.88   | 29,687  | D     |
| Common Stock                    | 02/01/2015                           |  | D <sup>(1)</sup>               | 31  | D   | \$ 75.88   | 29,656  | D     |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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. Price of Derivative Security (Instr. 5) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   |  |                            |      |
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
| Notional Shares - Optional                 | \$ 0 <sup>(2)</sup>                                    | 02/01/2015                           |  | M <sup>(1)</sup>               | 31  | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock                               | 31                         | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| UNRUH JAMES A<br>751 BROAD STREET, 4TH FLOOR<br>ATTN. CORPORATE COMPLIANCE<br>NEWARK, NJ 07102 | X             |           |         |       |

## Signatures

/s/ Brian J. Morris,  
attorney-in-fact  
            02/03/2015

\*\*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).

- (1) Mandatory nondiscretionary transaction executed pursuant to the issuer's deferred compensation plan for non-employee directors.
- (2) 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 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.
- (3)

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.