

PRUDENTIAL FINANCIAL INC  
 Form 4  
 November 26, 2013

**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 \*  
**FALZON ROBERT**

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)  
**11/25/2013**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP and CFO**

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/25/2013		M		10,396	A	\$ 48.36
Common Stock	11/25/2013		M		4,386	A	\$ 64.01
Common Stock	11/25/2013		M		7,111	A	\$ 59.41
Common Stock	11/25/2013		S		17,565	D	\$ 89.69
							<u>(1)</u>
							15,544 <u>(2)</u>

Common Stock 396 <sup>(3)</sup> I By 401(k)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2010 Employee Stock Option (Right to Buy)	\$ 48.36	11/25/2013		M	10,396	<sup>(4)</sup> 02/09/2020	Common Stock 10,396
2011 Employee Stock Option (Right to Buy)	\$ 64.01	11/25/2013		M	4,386	<sup>(5)</sup> 02/08/2021	Common Stock 4,386
2012 Employee Stock Option (Right to Buy)	\$ 59.41	11/25/2013		M	7,111	<sup>(6)</sup> 02/14/2022	Common Stock 7,111

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP and CFO	

FALZON ROBERT  
751 BROAD STREET, 4TH FLOOR  
ATTN. CORPORATE COMPLIANCE  
NEWARK, NJ 07102

## Signatures

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

11/26/2013

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.55 to \$89.92 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. Falzon continues to hold 15,544 shares directly and 396 shares indirectly in a 401(k) account. Mr. Falzon also holds an additional 70,468 unvested stock options and 10,402 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) Amount reported has been adjusted to include 51 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 options vest in three equal annual installments beginning on February 9, 2011.

(5) The options vest in three equal annual installments beginning on February 8, 2012.

(6) The options vest in three equal annual installments beginning on February 14, 2013.

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.