### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTIAL F Form 4 June 23, 2014	INANCIAL	INC										
FORM 4										OMB APPROVAL		
	UNITED	STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Estimated burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5		
abligations	*	a) of the I	Public U	• •	ding Con	npany	y Act	of 1935 or Section	on			
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u></u> HUNDMEJEAN MARTINA			2. Issuer Name <b>and</b> 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			3. Date of Earliest Transaction (Month/Day/Year) 06/19/2014					X_ Director 10% Owner Officer (give title Other (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
,	State)	(Zip)						Person				
(City) (i	State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities A	cquired, Disposed	of, or Beneficia	lly Owned		
		action Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(D)		(Instr. 3 and 4)				
Reminder: Report on	a separate line	for each cla	ass of sec	urities benef	icially own	ned dir	rectly o	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)	TransactionNumber Code of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares - Mandatory	\$ 0 <u>(1)</u>	06/19/2014		А	52	(2)	(2)	Common Stock	52	\$ 90.(
2014 Restricted Stock Units	\$ 0 <u>(3)</u>	06/19/2014		А	10	<u>(4)</u>	<u>(4)</u>	Common Stock	10	\$ 90.

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HUNDMEJEAN MARTINA 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X						
Signatures							
/s/Brian J. Morris, attorney-in-fact	06/23/201	4					
<u>**</u> 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 notional share mandatory represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock under the Issuer's deferred compensation plan for non-employee directors.

Such shares are issuable, at the election of the reporting person, to begin on either (i) a date prior to the reporting person's retirement date, provided that such date is no earlier than the January 1 in the year following the plan period during which such fees would otherwise have been payable to the reporting person, (ii) within 90 days following the reporting person's retirement date, or (iii) such later date as

selected by the reporting person, provided however, that payment must commence in the year the reporting person attains age 70 1/2.

Each restricted stock unit represents a contingent right to receive one share of PRU common stock or the economic equivalent thereof.
 (3) The restricted stock units become payable, in PRU common stock or in cash, at the election of the reporting person, upon or following the reporting person's termination of service as a Director unless the reporting person elects an earlier date pursuant to the terms of the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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(4) The restricted stock units vest the earlier of the annual meeting or in one year on May 13, 2015 and were deferred under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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.