### PRUDENTIAL FINANCIAL INC

Form 4

September 22, 2014

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

Check this box if no longer

Expires:

January 31, 2005

0.5

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

**OMB APPROVAL** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCOVANNER DOUGLAS A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

PRUDENTIAL FINANCIAL INC

(Check all applicable)

[PRU]

(Last)

(Middle)

3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

(Zip)

09/18/2014

751 BROAD STREET, 4TH FLOOR, ATTN: CORPORATE **COMPLIANCE** 

(Street)

(First)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWARK, NJ 07102

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Reported Transaction(s) (Instr. 4)

Ownership (Instr. 4)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. orNumber of Derivativ 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |
| Notional<br>Shares -<br>Optional                    | \$ 0 (1)  | 09/18/2014                           |   | A                                      | 6  | (2)  | (2)                | Common<br>Stock   | 6                                      | \$ 92.9                                    |
| 2013<br>Restricted<br>Stock<br>Units                | \$ 0 (3)  | 09/18/2014                           |   | A                                      | 8  | <u>(4)</u>   | <u>(4)</u>         | Common<br>Stock   | 8                                      | \$ 92.9                                    |
| 2014<br>Restricted<br>Stock<br>Units                | \$ 0 ( <u>3)</u>  | 09/18/2014                           |   | A                                      | 10   | <u>(5)</u>   | <u>(5)</u>         | Common<br>Stock   | 10                                     | \$ 92.9                                    |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| •                              | Director      | 10% Owner | Officer | Other |  |  |  |
| SCOVANNER DOUGLAS A            |               |           |         |       |  |  |  |

751 BROAD STREET, 4TH FLOOR ATTN: CORPORATE COMPLIANCE NEWARK, NJ 07102

X

# **Signatures**

/s/Brian J. Morris, attorney-in-fact 09/22/2014

\*\*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 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.
- (2) 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

Reporting Owners 2

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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) Each restricted stock unit represents a contingent right to receive one share of PRU common stock.
- (4) The restricted stock units vest in one year on November 11, 2014 and were deferred until retirement from the Board under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors
- (5) The restricted stock units vest the earlier of the annual meeting or in one year on May 13, 2015 and were deferred until retirement from the Board 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.