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PRUDENTIAL FINANCIAL INC

Form 4

October 07, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lowrey Charles F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

PRUDENTIAL FINANCIAL INC [PRU]

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner X_ Officer (give title Other (specify

10/05/2016

Executive Vice President

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

(State)

10/05/2016

(Street) 4. If Amendment, Date Original

(Zip)

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

I

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

NEWARK, NJ 07102

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount

Transaction(s) (Instr. 3 and 4) (D) Price

\$ 80 92,458 D M 35,795 Α

Common 50,322 D 10/05/2016 S \$ 85 42,136 (2) D Stock

(1)

Common Stock

Common

Stock

203 (3)

By 401(k)

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. Transactic Code (Instr. 8)	5. Number of iorDerivative 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)	I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1/18/08 Employee Stock Option (Right to Buy)	\$ 80	10/05/2016		M	35,7	95	<u>(4)</u>	01/18/2018	Common Stock	35,795

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lowrey Charles F 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK. NJ 07102

Executive Vice President

Signatures

/s/Andrew Hughes,

attorney-in-fact 10/07/2016

**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 Sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2016.
- Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 42,136 shares directly and 203 shares indirectly in a (2) 401(k) account. Mr. Lowrey also holds an additional 400,828 vested stock options, 103,244 unvested stock options, and 51,445 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- Amount reported has been adjusted to include 1 share of Issuer common stock acquired by the reporting person under The Prudential (3) Employee Savings Plan between June 30, 2016 and September 30, 2016 based on a plan statement dated September 30, 2016. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

Reporting Owners 2

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(4) The option vests with 50% after 2 years on 1/18/2010, 25% after year 3 on 1/18/2011, and 25% after year 4 on 1/18/2012.

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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