

PRUDENTIAL FINANCIAL INC  
Form 4  
December 03, 2015

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

OMB APPROVAL

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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 \*  
**GRIER MARK B**

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/01/2015**

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

(Street)  
**NEWARK, NJ 07102**

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

(City) (State) (Zip)

**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)			
				(A) or (D)	Price					
Common Stock	12/01/2015		M	V	63,669	A	\$ 76.15	363,997	D	
Common Stock	12/01/2015		S		62,245	D	\$ 86.93	301,752 <sup>(3)</sup>	D	
Common Stock								22,002 <sup>(4)</sup>	I	By 401(k)

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



## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Following the transactions reported on this Form 4, Mr. Grier continues to hold 301,752 shares directly and 22,002 shares indirectly in a (3) 401(k) account. Mr. Grier also holds an additional 212,237 vested stock options, 178,978 unvested stock options, and 73,671 target performance shares (the exact number awarded being dependent on achievement of performance goals).

Amount reported has been adjusted to include 569 shares of Issuer common stock acquired by the reporting person under The Prudential (4) Employee Savings Plan between December 31, 2014 and September 30, 2015 based on a plan statement dated September 30, 2015. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

(5) The option vests in three equal annual installments beginning on February 14, 2007.

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.