POON CHRISTINE A Form 4 May 10, 2018

## FORM 4

### 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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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 See Instruction

1(b).

Common

Common

Stock

Stock

05/08/2018

05/08/2018

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading POON CHRISTINE A Issuer Symbol PRUDENTIAL FINANCIAL INC (Check all applicable) [PRU] 3. Date of Earliest Transaction (Last) (First) (Middle) X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) 751 BROAD STREET, 4TH 05/08/2018 FLOOR, ATTN. CORPORATE **COMPLIANCE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEWARK, NJ 07102 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4)

Amount (D)

1,431

1.431

Price

\$0

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

Code

M

D

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

13,014

11.583

D

D

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Numb<br>orDerivati<br>Securitie<br>Acquired<br>Disposed<br>(Instr. 3,<br>5) | ve<br>es<br>d (A) or<br>d of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|---|--|----------------------------------|--|--------------------|---|--|
|   |   |   |   | Code V                                  | (A)  | (D)                              | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| 2017<br>Restricted<br>Stock<br>Units                | <u>(1)</u>  | 05/08/2018                              |   | M                                       |  | 1,431                            | (2)  | (2)                | Common<br>Stock   | 1,431                                  |
| 2018<br>Restricted<br>Stock<br>Units                | \$ 0 (1)  | 05/08/2018                              |   | A                                       | 1,498  |                                  | (3)  | (3)                | Common<br>Stock   | 1,498                                  |

Relationships

## **Reporting Owners**

| Reporting Owner Name / Address | · <b></b> |           |         |       |  |  |
|--------------------------------|-----------|-----------|---------|-------|--|--|
|                                | Director  | 10% Owner | Officer | Other |  |  |
| POON CHRISTINE A               |           |           |         |       |  |  |
| 751 BROAD STREET, 4TH FLOOR    | Y         |           |         |       |  |  |

ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

## **Signatures**

/s/Andrew Hughes, attorney-in-fact

05/10/2018

\*\*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 restricted stock unit represents a contingent right to receive the economic equivalent of one share of PRU common stock.
- (2) The restricted stock units vest the earlier of the annual meeting or in one year on May 10, 2018.
- (3) The restricted stock units vest the earlier of the annual meeting or in one year on May 8, 2019.

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.

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