### Edgar Filing: Paz George - Form 4

Paz George												
Form 4												
March 18, 2	.019											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL			
UNITED STATES SECURITIES AND EACHANGE COMMISSION							OND	3235-0287				
Check th	his box		Wa	shington	, D.C. 20	1549			Number:			
if no lon	aar		E CILAN	ACES IN	DENIEE			WNEDSHID OF	Expires:	January 31 2005		
subject t	.0		гспа	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated	Estimated average		
Section Form 4		SECURI				THES				burden hours per response 0.5		
Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						•	. 0.0			
obligatio	ons Section 17(							of 1935 or Secti				
may con See Instr	lunue.			nvestment	•	- ·						
1(b).	luction				-	-						
(Print or Type	Responses)											
1 Name and	Address of Reporting	Person *	0 T		J T: -1	T	_	5 Relationshin	of Reporting Per	rson(s) to		
Paz George	2. Issuer Name <b>and</b> Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer						
			PRUDENTIAL FINANCIAL INC				NC					
			[PRU]					(Che	eck all applicabl	le)		
(Last)	(First) (	Middle)		of Earliest T	ransaction			X Director	109	% Owner		
(Lust) (First) (Middle)			(Month/Day/Year)					Officer (give title Other (specify				
751 BROA	D STREET, 4TH		03/14/2	-				below)	below)			
FLOOR, A	TTN. CORPORA	TE										
COMPLIA	NCE											
	(Street)		4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)					Applicable Line)				
								_X_ Form filed by Form filed by	One Reporting P More than One R			
NEWARK,	, NJ 07102							Person	inore mun one r	oporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securi	ties A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		f TransactionAcquired (A) or Code Disposed of (D)			Securities	Form: Direct	Indirect			
(Instr. 3)							、 、	Beneficially	(D) or Indirect			
		(Month/Da	ay/Year)	(Instr. 8)	(Instr. 3, 4	4  and  5	)	Owned Following	(I) (Instr. 4)	Ownership (Instr. 4)		
						(A)		Reported	(1115111-1)	(11011-1)		
						(A) or		Transaction(s)				
				Code V	Amount	(D) ]	Price	(Instr. 3 and 4)				
Reminder Re	port on a separate line	e for each cl	ass of sec	urities here	ficially ow	ned dire	ectly o	or indirectly				
itenniaer. Re	por on a separate mit			and the states of the		unt	coury o	. maneedy.				

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

 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 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. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Underlying Securiti		Securities	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>	03/14/2019		А	62	(2)	(2)	Common Stock	62	\$ 95.:
2018 Restricted Stock Units	(3)	03/14/2019		А	16	<u>(4)</u>	<u>(4)</u>	Common Stock	16	\$ 95.:

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Paz George 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	Х						
Signatures							
/s/John M. Cafiero, attorney-in-fact	03/18/2019						
**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.

- (3) Each restricted stock unit represents a contingent right to receive one share of PRU common stock.
- (4) The restricted stock units vest the earlier of the annual meeting or in one year on May 8, 2019 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.

### **Reporting Owners**

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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.