

PRUDENTIAL FINANCIAL INC

Form 4

November 14, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koster Barbara

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PRUDENTIAL FINANCIAL INC
[PRU]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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 Beneficial Ownership (Instr. 4)
Common Stock	11/09/2016		M	7,830 A	\$ 91.73 43,829	D	
Common Stock	11/09/2016		M	13,506 A	\$ 69.03 57,335	D	
Common Stock	11/09/2016		S	7,830 (1) D	\$ 93 49,505	D	
Common Stock	11/09/2016		S	13,506 (1) D	\$ 90 35,999 (2)	D	
					1,197 (3)	I	By 401(k)

Common
Stock

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	Amount or Number of Shares
2/13/07 Employee Stock Option (Right to Buy)	\$ 91.73	11/09/2016		M	7,830	<u>(4)</u> 02/13/2017	Common Stock	7,830
2/12/08 Employee Stock Option (Right to Buy)	\$ 69.03	11/09/2016		M	13,506	<u>(5)</u> 02/12/2018	Common Stock	13,506

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koster Barbara 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102			Senior Vice President	

Signatures

/s/Andrew Hughes,
attorney-in-fact

11/14/2016

__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 13, 2016. Following the transactions reported on this Form 4, Ms. Koster continues to hold 35,999 shares directly and 1,197 shares indirectly in a
- (2) 401(k) account. Ms. Koster also holds an additional 106,255 vested stock options, 28,419 unvested stock options, and 13,177 target performance shares (the exact number awarded being dependent on achievement of performance goals). Amount reported has been adjusted to include 87 shares of Issuer common stock acquired by the reporting person under The Prudential
- (3) Employee Savings Plan between December 31, 2015 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).
- (4) The option vested in three equal annual installments beginning on February 13, 2008.
- (5) The option vested in three equal annual installments beginning on February 12, 2009.

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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