

PRUDENTIAL FINANCIAL INC  
 Form 3  
 October 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |   |  |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Harris Timothy P</p> <p>(Last) (First) (Middle)</p> <p>751 BROAD STREET, 4TH FLOOR,Â ATTN. CORPORATE COMPLIANCE</p> <p>(Street)</p> <p>NEWARK,Â NJÂ 07102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2015</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>PRUDENTIAL FINANCIAL INC [PRU]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 EVP and General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 9,751  | D   | Â  |
| Common Stock                       | 1,277  | I   | By 401(k)  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| 2/13/07 Employee Stock Option (Right to Buy)   | Â (1)            | 02/13/2017      | Common Stock        | 5,527                      | \$ 91.73                     | D  | Â          |
| 2010 Employee Stock Option (Right to Buy)      | Â (2)            | 02/09/2020      | Common Stock        | 8,317                      | \$ 48.36                     | D  | Â          |
| 2011 Employee Stock Option (Right to Buy)      | Â (3)            | 02/08/2021      | Common Stock        | 8,534                      | \$ 64.01                     | D  | Â          |
| 2012 Employee Stock Option (Right to Buy)      | Â (4)            | 02/14/2022      | Common Stock        | 10,527                     | \$ 59.41                     | D  | Â          |
| 2013 Employee Stock Option (Right to Buy)      | Â (5)            | 02/12/2023      | Common Stock        | 11,628                     | \$ 57                        | D  | Â          |
| 2013 Restricted Stock Units                    | Â (6)            | Â (6)           | Common Stock        | 4,175                      | \$ 0                         | D  | Â          |
| 2014 Employee Stock Option (Right to Buy)      | Â (7)            | 02/11/2024      | Common Stock        | 3,464                      | \$ 84.53                     | D  | Â          |
| 2014 Performance Shares                        | Â (8)            | Â (8)           | Common Stock        | 906                        | \$ 0                         | D  | Â          |
| 2014 Restricted Stock Units                    | Â (9)            | Â (9)           | Common Stock        | 2,717                      | \$ 0                         | D  | Â          |
| 2015 Employee Stock Option (Right to Buy)      | Â (10)           | 02/10/2025      | Common Stock        | 6,569                      | \$ 78.08                     | D  | Â          |
| 2015 Performance Shares                        | Â (11)           | Â (11)          | Common Stock        | 2,373                      | \$ 0                         | D  | Â          |
| 4/15/2014 Employee Stock Option (Right to Buy) | Â (12)           | 04/15/2024      | Common Stock        | 1,337                      | \$ 78.61                     | D  | Â          |
| 4/15/2014 Performance Shares                   | Â (13)           | Â (13)          | Common Stock        | 525                        | \$ 0                         | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Harris Timothy P<br>751 BROAD STREET, 4TH FLOOR<br>ATTN. CORPORATE COMPLIANCE<br>NEWARK, NJ 07102 | Â             | Â         | Â EVP and General Counsel | Â     |

## Signatures

/s/Andrew Hughes,  
attorney-in-fact

10/05/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vested in three equal annual installments beginning on February 13, 2008.
- (2) The option vested in three equal annual installments beginning on February 9, 2011.
- (3) The option vested in three equal annual installments beginning on February 8, 2012.
- (4) The option vested in three equal annual installments beginning on February 14, 2013.
- (5) The option vests in three equal annual installments beginning on February 12, 2014.
- (6) The Restricted Stock Units will vest on February 12, 2016.
- (7) The option vests in three equal annual installments beginning on February 11, 2015.
- (8) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2014 through 2016 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2017.
- (9) The Restricted Stock Units will vest on February 11, 2017.
- (10) The options vest in three equal annual installments beginning on February 10, 2016.
- (11) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2015 through 2017 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2018.
- (12) The option vests in three equal annual installments beginning on April 15, 2015.
- (13) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2014 through 2016 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2017.

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.