

PRUDENTIAL FINANCIAL INC  
 Form 4  
 November 14, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Lowrey Charles F

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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

(Street)

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

NEWARK, NJ 07102

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/09/2016		M		41,581 A \$ 48.36	D	
Common Stock	11/09/2016		M		74,667 A \$ 64.01	D	
Common Stock	11/09/2016		S		121,976 (1) D \$ 90	D	
Common Stock	11/10/2016		M		7,369 A \$ 91.73	D	
	11/10/2016		S		7,369 (1) D \$ 95	D	(2)

Common  
Stock

Common  
Stock

203 I By 401(k)

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

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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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2010 Employee Stock Option (Right to Buy)	\$ 48.36	11/09/2016		M	41,581	<u>(3)</u> 02/09/2020	Common Stock	41,581	
2011 Employee Stock Option (Right to Buy)	\$ 64.01	11/09/2016		M	74,667	<u>(4)</u> 02/08/2021	Common Stock	74,667	
2/13/07 Employee Stock Option (Right to Buy)	\$ 91.73	11/10/2016		M	7,369	<u>(5)</u> 02/13/2017	Common Stock	7,369	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

Lowrey Charles F  
751 BROAD STREET, 4TH FLOOR  
ATTN. CORPORATE COMPLIANCE  
NEWARK, NJ 07102

Executive 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 10, 2016.  
Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 36,408 shares directly and 203 shares indirectly in a
- (2) 401(k) account. Mr. Lowrey also holds an additional 277,211 vested stock options, 103,244 unvested stock options, and 51,445 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (3) The option vested in three equal annual installments beginning on February 9, 2011.
- (4) The option vested in three equal annual installments beginning on February 8, 2012.
- (5) The option vested in three equal annual installments beginning on February 13, 2008.

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.