

PRUDENTIAL FINANCIAL INC
 Form 4
 February 13, 2014

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

OMB APPROVAL
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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)
 751 BROAD STREET, 4TH
 FLOOR, ATTN. CORPORATE
 COMPLIANCE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2014

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

NEWARK, NJ 07102
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	02/11/2014		M	V	14,472 (1)	A	\$ 0 59,443 D
Common Stock	02/11/2014		F		8,078 (2)	D	\$ 84.53 51,365 D
Common Stock	02/11/2014		M		6,988	A	\$ 0 58,353 D
Common Stock	02/11/2014		M		22,988	A	\$ 0 81,341 D
	02/11/2014		S(3)		29,976	D	51,365 (5) D

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Common Stock	\$					
	83.12					
	<u>(4)</u>					
Common Stock		0		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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2011 Performance Shares	\$ 0 ⁽¹⁾	02/11/2014		M	11,435	⁽¹⁾ ⁽¹⁾	Common Stock
2014 Performance Shares	\$ 0 ⁽⁶⁾	02/11/2014		A	15,281	⁽⁷⁾ ⁽⁷⁾	Common Stock
2014 Employee Stock Option (Right to Buy)	\$ 84.53	02/11/2014		A	38,962	⁽⁸⁾ 02/11/2024	Common Stock
2/8/05 Employee Stock Option (Right to Buy)	\$ 55.75	02/11/2014		M	6,988	⁽⁹⁾ 02/08/2015	Common Stock
2/10/09 Employee Stock Option (Right to Buy)	\$ 25.3	02/11/2014		M	22,988	⁽¹⁰⁾ 02/10/2019	Common Stock

