

PRUDENTIAL FINANCIAL INC  
Form 4  
February 25, 2014

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

OMB APPROVAL  
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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 \*  
Sayre Peter B

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

(Last) (First) (Middle)  
751 BROAD STREET, 4TH  
FLOOR, ATTN. CORPORATE  
COMPLIANCE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2014

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/21/2014	02/21/2014	M	2,956	A \$ 64.01	13,078	D
Common Stock	02/21/2014	02/21/2014	M	3,646	A \$ 59.41	16,724	D
Common Stock	02/21/2014	02/21/2014	M	4,027	A \$ 57	20,751	D
Common Stock	02/21/2014		S	9,624	D \$ 84.06	11,127 <sup>(2)</sup>	D
					<u>(1)</u>		

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Common Stock	352	I	By 401(k)
Common Stock	66 <sup>(3)</sup>	I	By Spouse

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2011 Employee Stock Option (Right to Buy)	\$ 64.01	02/21/2014		M	2,956	<sup>(4)</sup> 02/08/2021	Common Stock	2,956	
2012 Employee Stock Option (Right to Buy)	\$ 59.41	02/21/2014		M	3,646	<sup>(5)</sup> 02/14/2022	Common Stock	3,646	
2013 Employee Stock Option (Right to Buy)	\$ 57	02/21/2014		M	4,027	<sup>(6)</sup> 02/12/2023	Common Stock	4,027	

## Reporting Owners

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

## Signatures

/s/John M. Cafiero,  
attorney-in-fact

02/25/2014

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.03 to \$84.08, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) Following the transactions reported on this Form 4, Mr. Sayre continues to hold 11,127 shares directly. Mr. Sayre also holds an additional 18,201 vested stock options, 15,300 unvested stock options, and 4,363 target performance shares (the exact number awarded being dependent on achievement of performance goals).

(3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

(4) The options vest in three equal annual installments beginning on February 8, 2012.

(5) The options vest in three equal annual installments beginning on February 14, 2013.

(6) The options vest in three equal annual installments beginning on February 12, 2014.

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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