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PRUDENTIAL FINANCIAL INC

Form 3

March 10, 2016

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

OMB APPROVAL

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response...

January 31, 2005

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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)

1. Name and Address of Reporting Person *

751 BROAD STREET, 4TH

À TODMAN MICHAEL

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/08/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [PRU]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

10% Owner _X_ Director Officer Other

6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line)

> _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

FLOOR, ATTN. CORPORATE COMPLIANCE

(Street)

NEWARK. NJÂ 07102

(State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

(City)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

4. Nature of Indirect Beneficial Ownership

Form: Direct (D)

(Instr. 5)

or Indirect (I) (Instr. 5)

No Security Owned

0

D

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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 (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title A
Exercisable Date N

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

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Signatures

NEWARK, NJÂ 07102

/s/Andrew Hughes, attorney-in-fact

03/10/2016

**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).

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.

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