

FALZON ROBERT  
Form 4  
February 15, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
FALZON ROBERT

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

(Street)  
NEWARK, NJ 07102

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

(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		
Common Stock	02/13/2018		M		12,088 (1)	A	\$ 0 56,497 D
Common Stock	02/13/2018		F		4,139 (2)	D	\$ 106.89 52,358 D
Common Stock							578 I By 401(k)

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

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SEC 1474 (9-02)



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performance period.

- (2) Represents shares withheld for the payment of taxes.
- (3) The options vest in three equal annual installments beginning on February 13, 2019.
- (4) The performance shares convert to common stock on a 1 to 1 basis.

Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement

- (5) of certain life insurance peer companies for the 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.

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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