

PRUDENTIAL FINANCIAL INC  
 Form 4  
 February 21, 2017

**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 \*  
 Axel 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/16/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP and Controller

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/16/2017		M	1,003	A	\$ 87.45	3,235	D
Common Stock	02/16/2017		M	3,369	A	\$ 78.08	6,604	D
Common Stock	02/16/2017		M	2,103	A	\$ 63.59	8,707	D
Common Stock	02/16/2017		M	1,386	A	\$ 84.53	10,093	D
	02/16/2017		M	1,551	A	\$ 57	11,644	D

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Common Stock								
Common Stock	02/16/2017	S	5,861	D	\$ 112.04 <u>(1)</u>	5,783	D	
Common Stock	02/16/2017	S	2,937	D	\$ 112.01	2,846	D	
Common Stock	02/16/2017	S	2,015	D	\$ 111.97	831 <u>(2)</u>	D	
Common Stock						961	I	By 401(k)

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 (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
3/11/2014 Employee Stock Option (right to buy)	\$ 87.45	02/16/2017		M	1,003	<u>(3)</u> 03/11/2024	Common Stock	1,003
2015 Employee Stock Option (Right to Buy)	\$ 78.08	02/16/2017		M	3,369	<u>(4)</u> 02/10/2025	Common Stock	3,369
2016 Employee Stock Option	\$ 63.59	02/16/2017		M	2,103	<u>(5)</u> 02/09/2026	Common Stock	2,103



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