

PRUDENTIAL FINANCIAL INC
 Form 4
 December 19, 2016

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 *
TODMAN MICHAEL

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)
12/15/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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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. Code	5. Transaction 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. Price of Derivative Security (Instr. 5)
2016 Restricted Stock Units	\$ 0 ⁽¹⁾	12/15/2016		A	14	⁽²⁾ / ⁽²⁾	Common Stock 14	\$ 107.00
5/10/2016 Restricted Stock Units	\$ 0 ⁽¹⁾	12/15/2016		A	12	⁽³⁾ / ⁽³⁾	Common Stock 12	\$ 107.00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TODMAN MICHAEL
 751 BROAD STREET, 4TH FLOOR
 ATTN. CORPORATE COMPLIANCE X
 NEWARK, NJ 07102

Signatures

/s/Andrew Hughes,
 attorney-in-fact 12/19/2016
**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) Each restricted stock unit represents a contingent right to receive one share of PRU common stock.
- (2) The restricted stock units vest in one year on March 8, 2017 and were deferred until retirement from the Board under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.
- (3) The restricted stock units vest the earlier of the annual meeting or in one year on May 10, 2017 and were deferred until retirement from the Board under the Prudential Financial, Inc. 2011 Deferred Compensation Plan for Non-Employee Directors.

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.