

PRUDENTIAL FINANCIAL INC
 Form 4
 March 11, 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 *
 Blount Susan L

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & General Counsel

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/07/2014		M		15,918	A	\$ 88 47,073	D	
Common Stock	03/07/2014		M		29,867	A	\$ 88 76,940	D	
Common Stock	03/07/2014		M		22,510	A	\$ 88 99,450	D	
Common Stock	03/07/2014		S ⁽¹⁾		68,047	D	\$ 88 31,403 ⁽²⁾	D	
							1,434	I	By 401(k)

Common
Stock

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2/14/06 Employee Stock Option (Right to Buy)	\$ 76.15	03/07/2014		M	15,918	⁽³⁾ 02/14/2016	Common Stock	15,918	
2/12/08 Employee Stock Option (Right to Buy)	\$ 69.03	03/07/2014		M	22,510	⁽⁴⁾ 02/12/2018	Common Stock	22,510	
2011 Employee Stock Option (Right to Buy)	\$ 64.01	03/07/2014		M	29,867	⁽⁵⁾ 02/08/2021	Common Stock	29,867	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
EVP & General Counsel

Blount Susan L
751 BROAD STREET, 4TH FLOOR
ATTN. CORPORATE COMPLIANCE
NEWARK, NJ 07102

Signatures

/s/Brian J. Morris,
attorney-in-fact

03/11/2014

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2013.

Following the transactions reported on this Form 4, Ms. Blount continues to hold 31,403 shares directly and 1,434 shares indirectly in a
 - (2) 401(k) account. Ms. Blount also holds an additional 65,783 vested stock options, 75,319 unvested stock options, and 21,601 target performance shares (the exact number awarded being dependent on achievement of performance goals).
 - (3) The option vests in three equal annual installments beginning on February 14, 2007.
 - (4) The option vests in three equal annual installments beginning on February 12, 2009.
 - (5) The options vest in three equal annual installments beginning on February 8, 2012.

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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