PRUDENTIAL FINANCIAL INC

Form 4

February 21, 2017

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

if no longer

subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

OMB APPROVAL

Expires:

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type	Responses)						
1. Name and Axel Rober	Symbol		d Ticker or Trading FINANCIAL INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	D STREET, 4TH TTN. CORPORA				Director 10% Owner Officer (give title Other (specify below) SVP and Controller		
NEWARK		endment, Day/Yea	ate Original r)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)

(,)	(= ::::)	Table	e I - Non-D	erivative	Secur	ities Acqui	irea, Disposea of,	or Beneficially	y Owned
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			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
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 (1)	5,783	D	
Common Stock	02/16/2017				\$ 112.01		D	
Common Stock	02/16/2017	S	2,015	D	\$ 111.97	831 (2)	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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SEC 1474 (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 op 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
3/11/2014 Employee Stock Option (right to buy)	\$ 87.45	02/16/2017		M	1,003	(3)	03/11/2024	Common Stock	1,003
2015 Employee Stock Option (Right to Buy)	\$ 78.08	02/16/2017		M	3,369	(4)	02/10/2025	Common Stock	3,369
2016 Employee	\$ 63.59	02/16/2017		M	2,103	(5)	02/09/2026	Common Stock	2,103

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Stock Option (Right to Buy)								
2014 Employee Stock Option (Right to Buy)	\$ 84.53	02/16/2017	M	1,386	<u>(6)</u>	02/11/2024	Common Stock	1,386
2013 Employee Stock Option (Right to Buy)	\$ 57	02/16/2017	M	1,551	<u>(7)</u>	02/12/2023	Common Stock	1,551

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Axel Robert 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102

SVP and Controller

Signatures

/s/John M. Cafiero, attorney-in-fact

02/21/2017

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.04 to \$112.06, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- Following the transactions reported on this Form 4, Mr. Axel continues to hold 831 shares directly and 961 shares indirectly in a 401(k) (2) account. Mr. Axel also holds an additional 8,419 unvested stock options and 5,468 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (3) The options vest in three equal annual installments beginning on March 11, 2015.
- (4) The options vest in three equal annual installments beginning on February 10, 2016.
- (5) The options vest in three equal annual installments beginning on February 9, 2017.
- (6) The options vest in three equal annual installments beginning on February 11, 2015.
- (7) The options vest in three equal annual installments beginning on February 12, 2014.

Reporting Owners 3

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