

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

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

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 SVP and Controller

(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)	
				(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	
				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	<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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