

PRUDENTIAL FINANCIAL INC  
 Form 3  
 April 09, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Pelletier Stephen</p> <p>(Last) (First) (Middle)</p> <p>751 BROAD STREET, 4TH FLOOR,Â ATTN. CORPORATE COMPLIANCE</p> <p>(Street)</p> <p>NEWARK,Â NJÂ 07102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/04/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PRUDENTIAL FINANCIAL INC [PRU]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	414	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
2/13/07 Employee Stock Option (Right to Buy)	Â (1)	02/13/2017	Common Stock	3,040	\$ 91.73	D	Â
2012 Employee Stock Option (Right to Buy)	Â (2)	02/14/2022	Common Stock	5,702	\$ 59.41	D	Â
2012 Performance Shares	Â (3)	Â (3)	Common Stock	2,353	\$ 0	D	Â
2013 Employee Stock Option (Right to Buy)	Â (4)	02/12/2023	Common Stock	43,605	\$ 57	D	Â
2013 Performance Shares	Â (5)	Â (5)	Common Stock	5,219	\$ 0	D	Â
2014 Employee Stock Option (Right to Buy)	Â (6)	02/11/2024	Common Stock	12,988	\$ 84.53	D	Â
2014 Performance Shares	Â (7)	Â (7)	Common Stock	5,094	\$ 0	D	Â
Deferred Compensation Shares	Â (8)	Â (8)	Common Stock	17,321	\$ 0 (9)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelletier Stephen 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK,Â NJÂ 07102	Â	Â	Â Executive Vice President	Â

## Signatures

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

04/09/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vested in three equal annual installments beginning on February 13, 2008.
- (2) The options vest in three equal annual installments beginning on February 14, 2013.
- (3) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2012 through 2014 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2015.
- (4) The options vest in three equal annual installments beginning on February 12, 2014.
- (5)

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Represents the target number of shares to be received relative to the Company's average ROE goals for the 2013 through 2015 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2016.

- (6) The options vest in three equal annual installments beginning on February 11, 2015.
- (7) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2014 through 2016 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2017.
- (8) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.
- (9) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.

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.