

STRANGFELD JOHN R JR
Form 4
January 11, 2019

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 *
STRANGFELD JOHN R JR

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)
01/09/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
NON-EXEC CHAIRMAN OF THE BOARD

(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) Code V Amount Price			
Common Stock	01/09/2019		M ⁽¹⁾	33,693 A \$ 0	308,211	D	
Common Stock	01/09/2019		D ⁽¹⁾	33,693 D \$ 85.5	274,518 ⁽²⁾	D	
Common Stock					1,904 ⁽³⁾	I	By 401(k)
Common Stock					596 ⁽⁴⁾	I	By Spouse

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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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation Shares	\$ 0 ⁽⁵⁾	01/09/2019		M ⁽¹⁾	33,693	⁽⁶⁾	⁽⁶⁾	Common Stock	33,693

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGFELD JOHN R JR 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102	X			NON-EXEC CHAIRMAN OF THE BOARD

Signatures

/s/Andrew Hughes,
attorney-in-fact
01/11/2019
Date

**Signature of Reporting Person

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) Distribution resulting from retirement as Chief Executive Officer.
Following the transaction reported on this Form 4, Mr. Strangfeld continues to hold 274,518 shares directly and 1,904 shares indirectly in a 401(k) account. Mr. Strangfeld also holds an additional 738,934 vested stock options, 237,423 unvested stock options, 10,935 deferred compensation shares, and 125,379 target performance shares (the exact number awarded being dependent on achievement of performance goals).
 - (3) Amount reported has been adjusted to include 83 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2017 and December 31, 2018 based on a plan statement dated December 31, 2018. The

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acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

- (4) report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (5) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.
- (6) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.

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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