

PRUDENTIAL FINANCIAL INC  
Form 4  
July 11, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Sayre Peter B

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

(Last) (First) (Middle)  
751 BROAD STREET, 4TH  
FLOOR, ATTN. CORPORATE  
COMPLIANCE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/10/2013

NEWARK, NJ 07102  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	07/10/2013		M		11,879 A \$ 55.75	D	
Common Stock	07/10/2013		S <sup>(1)</sup>		10,888 D \$ 77.63 <sup>(2)</sup>	D	
Common Stock						I	By 401(k)
Common Stock						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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 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). Includes entry for Employee Stock Option (Right to Buy).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes Sayre Peter B, 751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE, NEWARK, NJ 07102, Senior Vice President.

Signatures

/s/John M. Cafiero, attorney-in-fact, 07/11/2013

\*\*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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.46 to \$78.05, 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 (2) to this Form 4.

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- Following the transactions reported on this Form 4, Mr. Sayre continues to hold 12,928 shares directly and 333 shares indirectly in a
- (3) 401(k) account. Mr. Sayre also holds an additional 37,113 vested stock options, 22,330 unvested stock options, and 4,309 target performance shares (the exact number awarded being dependent on achievement of performance goals).

- Amount reported has been adjusted to include 21 shares of Issuer common stock acquired by the reporting person under The Prudential
- (4) Employee Savings Plan between March 31, 2013 and June 30, 2013 based on a plan statement dated June 30, 2013. The 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
- (5) 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.

- (6) The option vests in three equal annual installments beginning on February 10, 2005.

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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