

PRUDENTIAL FINANCIAL INC  
Form 8-K  
May 11, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2011

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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**New Jersey**  
(State or other jurisdiction  
of incorporation)

**001-16707**  
(Commission File  
Number)  
**751 Broad Street**

**22-3703799**  
(I.R.S. Employer  
Identification No.)

**Newark, New Jersey 07102**

(Address of principal executive offices and zip code)

**(973) 802-6000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Prudential Financial, Inc. (the Company) was held on May 10, 2011. Shareholders voted as follows on the matters presented for a vote.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| Nominee                  | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Thomas J. Baltimore, Jr. | 289,181,600 | 7,230,915     | 1,107,566   | 28,508,003       |
| Gordon M. Bethune        | 286,197,780 | 10,240,021    | 1,082,655   | 28,508,003       |
| Gaston Caperton          | 288,899,862 | 7,504,382     | 1,115,432   | 28,508,003       |
| Gilbert F. Casellas      | 289,007,623 | 7,403,880     | 1,108,998   | 28,508,003       |
| James G. Cullen          | 270,024,661 | 26,398,944    | 1,097,318   | 28,508,003       |
| William H. Gray III      | 284,176,032 | 12,241,246    | 1,102,894   | 28,508,003       |
| Mark B. Grier            | 289,215,526 | 7,279,731     | 1,025,766   | 28,508,003       |
| Constance J. Horner      | 286,026,655 | 10,430,515    | 1,063,384   | 28,508,003       |
| Martina Hund-Mejean      | 294,004,356 | 2,400,819     | 1,114,244   | 28,508,003       |
| Karl J. Krapek           | 287,954,722 | 8,440,655     | 1,125,220   | 28,508,003       |
| Christine A. Poon        | 289,265,489 | 7,215,112     | 1,039,022   | 28,508,003       |
| John R. Strangfeld       | 276,080,253 | 20,366,589    | 1,073,302   | 28,508,003       |
| James A. Unruh           | 284,964,140 | 11,479,635    | 1,077,265   | 28,508,003       |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011 was approved based upon the following votes:**

|                     |             |
|---------------------|-------------|
| Votes for approval: | 321,729,497 |
| Votes against:      | 2,868,128   |
| Abstentions:        | 1,430,606   |

There were no broker non-votes for this item.

**3. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes:**

|                     |             |
|---------------------|-------------|
| Votes for approval: | 255,580,253 |
| Votes against:      | 39,817,981  |
| Abstentions:        | 2,122,321   |
| Broker non-votes:   | 28,508,003  |

**4. The shareholders voted, on an advisory basis, to hold future advisory votes to approve the compensation of the Company's named executive officers as follows:**

|                   |             |
|-------------------|-------------|
| Every year:       | 260,347,012 |
| Every 2 years:    | 1,789,198   |
| Every 3 years:    | 33,750,968  |
| Abstentions:      | 1,624,436   |
| Broker non-votes: | 28,508,003  |

In connection with the Annual Meeting, the Board of Directors of the Company had recommended that shareholders vote to hold future advisory votes to approve the compensation of the Company's named executive officers on an annual basis. In light of such recommendation and considering the strong support for an annual vote as reflected in the above voting results, the Board, on May 10, 2011, determined that the Company will hold future advisory votes to approve the compensation of the Company's named executive officers annually.

**5. The shareholder proposal regarding supermajority voting was approved based upon the following votes:**

|                     |             |
|---------------------|-------------|
| Votes for approval: | 316,454,252 |
| Votes against:      | 6,423,372   |
| Abstentions:        | 3,151,245   |

There were no broker non-votes for this item.

**6. The shareholder proposal regarding lobbying contributions and expenditures was defeated based upon the following votes:**

|                     |             |
|---------------------|-------------|
| Votes for approval: | 20,095,526  |
| Votes against:      | 230,031,740 |
| Abstentions:        | 47,392,518  |
| Broker non-votes:   | 28,508,003  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 11, 2011

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran  
Name: Margaret M. Foran  
Title: Chief Governance Officer, Vice President  
and Corporate Secretary