

Lowrey Charles F  
Form 4  
November 13, 2017

**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 \*  
Lowrey Charles F

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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

(Street)

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

NEWARK, NJ 07102

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 11/08/2017                           |  | M                              |   | 19,979 A \$ 63.59   | 79,354   | D   |
| Common Stock                    | 11/08/2017                           |  | S                              |   | 44,630 (1) D \$ 111.91 (2)  | 34,724 (3)   | D   |
| Common Stock                    |                                      |  |                                |   |   | 208 (4)  | I By 401(k)   |
| Common Stock                    |                                      |  |                                |   |   | 303 (5)  | I By the Lowrey                                       |

Family  
Trust

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

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.

SEC 1474  
(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 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 |
| 2016 Employee Stock Option (Right to Buy)  | \$ 63.59   | 11/08/2017                           |  | M                              | 19,979  | (6) 02/09/2026   | Common Stock  | 19,979 |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Lowrey Charles F<br>751 BROAD STREET, 4TH FLOOR<br>ATTN. CORPORATE COMPLIANCE<br>NEWARK, NJ 07102 |               |           | Executive Vice President |       |

## Signatures

/s/Andrew Hughes,  
attorney-in-fact  
11/13/2017

\*\*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).

## Edgar Filing: Lowrey Charles F - Form 4

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2017.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (2) \$111.34 to \$112.30, 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.

Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 34,724 shares directly, 208 shares indirectly in a 401(k)

- (3) account and 303 shares indirectly in the Lowrey Family Trust account. Mr. Lowrey also holds an additional 69,280 vested stock options, 91,924 unvested stock options, and 50,389 target performance shares (the exact number awarded being dependent on achievement of performance goals).

Amount reported has been adjusted to include 3 shares of Issuer common stock acquired by the reporting person under The Prudential

- (4) Employee Savings Plan between March 31, 2017 and September 30, 2017 based on a plan statement dated September 30, 2017. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

- (5) The shares were acquired as a result of being appointed trustee of the Lowrey Family Trust on August 18, 2017. The reporting person disclaims beneficial ownership of the stock held by the trust except to the extent of his pecuniary interest therein.

- (6) The options vest in three equal annual installments beginning on February 9, 2017.

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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