

TANJI KENNETH

Form 3

December 10, 2018

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

TANJI KENNETH

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/01/2018

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed (Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
EVP and CFO6. Individual or Joint/Group Filing (Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person**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

14,501

D

A

Common Stock

38

I

By 401(k)

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

SEC 1473 (7-02)

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(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
2011 Employee Stock Option (Right to Buy)	Â <u>(1)</u>	02/08/2021	Common Stock	9,600	\$ 64.01	D	Â
2012 Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/14/2022	Common Stock	11,843	\$ 59.41	D	Â
2013 Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/12/2023	Common Stock	17,442	\$ 57	D	Â
2014 Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/11/2024	Common Stock	5,195	\$ 84.53	D	Â
2015 Employee Stock Option (Right to Buy)	Â <u>(5)</u>	02/10/2025	Common Stock	9,096	\$ 78.08	D	Â
2016 Employee Stock Option (Right to Buy)	Â <u>(6)</u>	02/09/2026	Common Stock	8,833	\$ 63.59	D	Â
2016 Performance Shares	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	2,909	\$ 0	D	Â
2017 Employee Stock Option (Right to Buy)	Â <u>(8)</u>	02/14/2027	Common Stock	2,669	\$ 110.45	D	Â
2017 Performance Shares	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	2,063	\$ 0	D	Â
2018 Employee Stock Option (Right to Buy)	Â <u>(10)</u>	02/13/2028	Common Stock	2,357	\$ 106.89	D	Â
2018 Performance Shares	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	1,785	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANJI KENNETH 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK,Â NJÂ 07102	Â	Â	Â EVP and CFO	Â

Signatures

/s/Andrew Hughes,
attorney-in-fact

12/10/2018

__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 options vest in three equal annual installments beginning on February 8, 2012.

(2) The options vest in three equal annual installments beginning on February 14, 2013.

(3) The options vest in three equal annual installments beginning on February 12, 2014.

(4) The options vest in three equal annual installments beginning on February 11, 2015.

(5) The options vest in three equal annual installments beginning on February 10, 2016.

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

(7) Represents the target number of shares to be received relative to the Company's average ROE goals for the 2016 through 2018 performance period and relative performance against certain life insurance peer companies. The actual number of shares to be received will be determined by the Compensation Committee in February 2019.

(8) The options vest in three equal annual installments beginning on February 14, 2018.

(9) Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2017 through 2019 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2020.

(10) The options vest in three equal annual installments beginning on February 13, 2019.

(11) Represents the target number of shares to be received relative to the Company's average ROE goals and relative to the ROE achievement of certain life insurance peer companies for the 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.

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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