

SCHMIDT TIMOTHY L
 Form 3
 December 10, 2018

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SCHMIDT TIMOTHY L</p> <p>(Last) (First) (Middle)</p> <p>751 BROAD STREET, 4TH FLOOR,Â ATTN. CORPORATE COMPLIANCE</p> <p>(Street)</p> <p>NEWARK,Â NJÂ 07102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PRUDENTIAL FINANCIAL INC [PRU]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

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 | 11,603 | D | Â |
| Common Stock | 213 | 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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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (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 (1) | 02/08/2021 | Common Stock | 5,334 | \$ 64.01 | D | Â |
| 2012 Employee Stock Option (Right to Buy) | Â (2) | 02/14/2022 | Common Stock | 6,579 | \$ 59.41 | D | Â |
| 2013 Employee Stock Option (Right to Buy) | Â (3) | 02/12/2023 | Common Stock | 10,902 | \$ 57 | D | Â |
| 2016 Restricted Stock Units | Â (4) | Â (4) | Common Stock | 8,658 | \$ 0 | D | Â |
| 2017 Performance Shares | Â (5) | Â (5) | Common Stock | 1,518 | \$ 0 | D | Â |
| 2017 Restricted Stock Units | Â (6) | Â (6) | Common Stock | 6,070 | \$ 0 | D | Â |
| 2018 Performance Shares | Â (7) | Â (7) | Common Stock | 1,313 | \$ 0 | D | Â |
| 2018 Restricted Stock Units | Â (8) | Â (8) | Common Stock | 5,251 | \$ 0 | D | Â |
| 8/15/2012 Employee Stock Option (Right to Buy) | Â (9) | 08/15/2022 | Common Stock | 3,811 | \$ 54 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHMIDT TIMOTHY L 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE NEWARK, NJ 07102 | Â | Â | Â Senior Vice President | 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.

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- (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 Restricted Stock Units will vest on February 9, 2019.

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.

- (6) The Restricted Stock Units will vest on February 14, 2020.

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.

- (8) The Restricted Stock Units will vest on February 13, 2021.

- (9) The options vest in three equal annual installments beginning on August 15, 2013.

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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