STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

STRANGFELD JOHN R JR
751 BROAD STREET, 4TH FLOOR, ATTN. CORPORATE COMPLIANCE
NEWARK, NJ 07102

2. Issuer Name and Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [ PRU ]

5. Relationship of Reporting Person(s) to Issuer

__X__ Director
X 10% Owner
X Officer (give title below)
X Other (specify below)

Chief Executive Officer / Chairman of the Board

3. Date of Earliest Transaction (MM/DD/YYYY)

6/14/2018

4. If Amendment, Date Original Filed (MM/DD/YYYY)

6. Individual or Joint/Group Filing

X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Compensation Shares</td>
<td>6/14/2018</td>
<td>A</td>
<td>384</td>
<td>$98.75</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.

(2) Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>STRANGFELD JOHN R JR</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>751 BROAD STREET, 4TH FLOOR</td>
<td>Chief Executive Officer Chairman of the Board</td>
</tr>
<tr>
<td>ATTN. CORPORATE COMPLIANCE</td>
<td>NEWARK, NJ 07102</td>
</tr>
</tbody>
</table>

Signatures

/s/Andrew Hughes, attorney-in-fact 6/18/2018

Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.
number.