

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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SULLIVAN ANDREW F</u> (Last) (First) (Middle) <u>751 BROAD STREET, 4TH FLOOR</u> <u>ATTN: CORPORATE COMPLIANCE</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/01/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC [PRU]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ Officer (give title below) <u>Executive Vice President</u> ☐ 10% Owner ☐ Other (specify below) 5. If Amendment, Date of 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
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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	7,517	D	
Common Stock	338	I	By 401(k)

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
2015 Employee Stock Option (Right to Buy)	(1)	02/10/2025	Common Stock	826	78.08	D	
5/15/15 Employee Stock Option (Right to Buy)	(2)	05/15/2025	Common Stock	344	85.46	D	
10/13/15 Employee Stock Option (Right to Buy)	(3)	10/13/2025	Common Stock	749	77.15	D	
2016 Employee Stock Option (Right to Buy)	(4)	02/09/2026	Common Stock	2,524	63.59	D	
2017 Employee Stock Option (Right to Buy)	(5)	02/14/2027	Common Stock	2,577	110.45	D	
2017 Performance Shares	(6)	(6)	Common Stock	1,992	0 ⁽⁷⁾	D	
10/2/17 Employee Stock Option (Right to Buy)	(8)	10/02/2027	Common Stock	1,128	107.28	D	
10/2/2017 Performance Shares	(6)	(6)	Common Stock	872	0 ⁽⁷⁾	D	
2018 Employee Stock Option (Right to Buy)	(9)	02/13/2028	Common Stock	3,251	106.89	D	
2018 Performance Shares	(10)	(10)	Common Stock	2,462	0 ⁽⁷⁾	D	
2019 Employee Stock Option (Right to Buy)	(11)	02/12/2029	Common Stock	7,022	93.36	D	
2019 Performance Shares	(12)	(12)	Common Stock	4,499	0 ⁽⁷⁾	D	
Deferred Compensation Shares	(13)	(13)	Common Stock	1,574	0 ⁽¹⁴⁾	D	

Explanation of Responses:

- The options vest in three equal annual installments beginning February 10, 2016.
- The options vest in three equal annual installments beginning on May 15, 2016.
- The options vest in three equal annual installments beginning on October 13, 2016.
- The options vest in three equal annual installments beginning on February 9, 2017.
- The options vest in three equal annual installments beginning on February 14, 2018.
- 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.
- The performance shares convert to common stock on a 1 to 1 basis.
- The options vest in three equal annual installments beginning on October 2, 2018.
- The options vest in three equal annual installments beginning on February 13, 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 2018 through 2020 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2021.
- The options vest in three equal annual installments beginning on February 12, 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 2019 through 2021 performance period. The actual number of shares to be received will be determined by the Compensation Committee in February 2022.
- Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.
- Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.

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 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).

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Margaret M. Foran, John M. Cafiero, and Andrew Hughes, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Prudential Financial, Inc. (the "Company"), Forms 3, 4, and 5 (and any other Form that may be required by the Securities and Exchange Commission) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and Form 144 in accordance with Rule 144 of the Securities Act of 1933 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16(a) Form or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make filings pursuant to Section 16(a) and Rule 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall be governed by and construed in accordance with New Jersey law.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of November, 2019.

/s/Andrew F Sullivan
Signature