

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

SULLIVAN ANDREW F

(Last)(First)(Middle)

751 BROAD STREET, 4TH FLOOR

ATTN: CORPORATE COMPLIANCE

(Street)

NEWARKNJ07102

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [PRU]

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

02/19/2020

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

10% Owner

X

Officer (give title below)

Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

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	(A) or (D)	Price			
Common Stock	02/19/2020		S		2,020	D	\$93.32	9,537	D	
Common Stock	02/19/2020		M		2,524	A	\$0	12,061	D	
Common Stock	02/19/2020		S		2,279	D	\$93.33	9,782 ⁽¹⁾	D	
Common Stock								341	I	By 401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2016 Employee Stock Option (Right to Buy)	\$63.59	02/19/2020		M			2,524	(2)	02/09/2026	Common Stock	2,524	\$0	0	D	

Explanation of Responses:

1. Following the transaction reported on this Form 4, Mr. Sullivan continues to hold 9,782 shares directly and 341 shares indirectly in a 401(k) account. Mr. Sullivan also holds an additional 9,755 vested stock options, 43,305 unvested stock options, 1,590 deferred compensation shares, and 34,575 target performance shares (the exact number awarded being dependent on achievement of performance goals).

2. The options vest in three equal annual installments beginning on February 9, 2017.

/s/John M. Cafiero, attorney-in-fact 02/21/2020

** 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).

** 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.