SEC Form 4

**FORM 4**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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|---|---|
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☐ 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* <br> SCHMIDT TIMOTHY L <br> (Last) (First) (Middle) <br> 751 BROAD STREET, 4TH FLOOR <br> ATTN. CORPORATE COMPLIANCE <br> (Street) <br> NEWARK NJ 07102 <br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> PRUDENTIAL FINANCIAL INC [ PRU ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 08/24/2021 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br> Director / 10% Owner <br> X Officer (give title below) / Other (specify below) <br> Senior Vice President <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |

### 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 | 08/24/2021 | | M | | 6,579 | A | $59.41 | 23,076 | D | |
| Common Stock | 08/24/2021 | | S | | 6,579 | D | $104.91 | 16,497(1) | D | |
| Common Stock | | | | | | | | 247(2) | 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 | | | | |
| 2012 Employee Stock Option (Right to Buy) | $59.41 | 08/24/2021 | | M | | | 6,579 | (3) | 02/14/2022 | Common Stock | 6,579 | $0 | 0 | D | |

**Explanation of Responses:**

1. Following the transaction reported on this Form 4, Mr. Schmidt continues to hold 16,497 shares directly and 247 shares indirectly in a 401(k) account. Mr. Schmidt also holds an additional 22,021 vested stock options, 7,597 unvested stock options, 6,264 restricted stock units and 32,374 target performance shares (the exact number awarded being dependent on achievement of performance goals).
2. Amount reported has been adjusted to include 4 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2020 and June 30, 2021 based on a plan statement dated June 30, 2021. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
3. The options vested in three equal annual installments beginning on February 14, 2013.

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| /s/ Richard J. Baker, attorney-in-fact | 08/24/2021 |
| ** 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.**