SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB Number:	3235-0287
Estimated average burden	
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1. Name and Address of Reporting Person*
FALZON ROBERT

(Last) (First) (Middle)
751 BROAD STREET, 5TH FLOOR
ATTN. REGULATORY FILINGS UNIT

(Street)
NEWARK NJ 07102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRUDENTIAL FINANCIAL INC [PRU]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2022

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)
EVP and Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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	01/04/2022		M[1]		9,526	A	$78.08	95,721	D	
Common Stock	01/04/2022		S[1]		8,811	D	$114	86,910	D	
Common Stock	01/04/2022		M[1]		20,000	A	$63.59	106,910	D	
Common Stock	01/04/2022		S[1]		17,929	D	$112	88,981	D	
Common Stock	01/04/2022		M[1]		20,000	A	$63.59	108,981	D	
Common Stock	01/04/2022		S[1]		17,904	D	$113	91,077	D	
Common Stock	01/04/2022		M[1]		10,474	A	$63.59	101,551	D	
Common Stock	01/04/2022		S[1]		9,363	D	$114	92,188[2]	D	
Common Stock								653	I	By 401(k)
Common Stock								3,580	I	By Spouse

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				
2015 Employee Stock Option (Right to Buy)	$78.08	01/04/2022		M[1]			9,526	(3)	02/10/2025	Common Stock	9,526	$0	10,687	D	
2016 Employee Stock Option (Right to Buy)	$63.59	01/04/2022		M[1]			20,000	(4)	02/09/2026	Common Stock	20,000	$0	30,474	D	
2016 Employee Stock Option (Right to Buy)	$63.59	01/04/2022		M[1]			20,000	(4)	02/09/2026	Common Stock	20,000	$0	10,474	D	
2016 Employee Stock Option (Right to Buy)	$63.59	01/04/2022		M[1]			10,474	(4)	02/09/2026	Common Stock	10,474	$0	0	D	

Explanation of Responses:

1. The option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2021.

2. Following the transactions reported on this Form 4, Mr. Falzon continues to hold 92,188 shares directly and 653 shares indirectly in a 401(k) account. Mr. Falzon also holds an additional 142,551 vested stock options, 71,617 unvested stock options, 27,632 unvested restricted stock units and 164,498 target performance shares (the exact number awarded being dependent on achievement of performance goals).

3. The options vested in three equal annual installments beginning on February 10, 2016.
4. The options vested in three equal annual installments beginning on February 9, 2017.

/s/ Richard J. Baker, attorney-in-fact	01/06/2022
** 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.