

☐ 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

1. Name and Address of Reporting Person* <u>FALZON ROBERT</u> (Last) (First) (Middle) <u>751 BROAD STREET, 5TH FLOOR</u> <u>ATTN. REGULATORY FILINGS UNIT</u> (Street) <u>NEWARK</u> <u>NJ</u> <u>07102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC [PRU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>X</u> <u>EVP and Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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	01/07/2022		M ⁽¹⁾		7,504	A	\$84.53	99,692	D	
Common Stock	01/07/2022		S ⁽¹⁾		7,031	D	\$115	92,661	D	
Common Stock	01/07/2022		M ⁽¹⁾		10,687	A	\$78.08	103,348	D	
Common Stock	01/07/2022		S ⁽¹⁾		9,869	D	\$115	93,479 ⁽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				
2014 Employee Stock Option (Right to Buy)	\$84.53	01/07/2022		M ⁽¹⁾			7,504	⁽³⁾	02/11/2024	Common Stock	7,504	\$0	0	D	
2015 Employee Stock Option (Right to Buy)	\$78.08	01/07/2022		M ⁽¹⁾			10,687	⁽⁴⁾	02/10/2025	Common Stock	10,687	\$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 93,479 shares directly and 653 shares indirectly in a 401(k) account. Mr. Falzon also holds an additional 124,360 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 11, 2015.

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

/s/ Richard J. Baker, attorney-in-fact

01/10/2022

** Signature of Reporting Person

Date