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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☐ 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*
SCHMIDT TIMOTHY L
(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)
02/07/2022

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)
Senior 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

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	02/07/2022		M[(1)]		3,811	A	$54	16,708	D	
Common Stock	02/07/2022		S[(1)]		3,811	D	$120	12,897	D	
Common Stock	02/07/2022		M[(1)]		10,902	A	$57	23,799	D	
Common Stock	02/07/2022		S[(1)]		10,902	D	$120	12,897[(2)]	D	
Common Stock								252[(3)]	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
8/15/2012 Employee Stock Option (Right to Buy)	$54	02/07/2022		M[(1)]			3,811	[(4)]	08/15/2022	Common Stock	3,811	$0	0	D	
2013 Employee Stock Option (Right to Buy)	$57	02/07/2022		M[(1)]			10,902	[(5)]	02/12/2023	Common Stock	10,902	$0	0	D	

Explanation of Responses:

1. The option exercises and sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2021.
2. Following the transaction reported on this Form 4, Mr. Schmidt continues to hold 12,897 shares directly and 252 shares indirectly in a 401(k) account. Mr. Schmidt also holds an additional 7,308 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).
3. Amount reported has been adjusted to include 2 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between September 30, 2021 and December 31, 2021 based on a plan statement dated December 31, 2021. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
4. The options vest in three equal annual installments beginning on August 15, 2013.
5. The options vest in three equal annual installments beginning on February 12, 2014.

/s/ Danny Fiore, attorney-in-fact 02/09/2022
** 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.