

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

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

|                                                                                                                                                                                                                                                                    |                                                                                        |                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Sleyster Scott</u><br><br>(Last) (First) (Middle)<br><u>751 BROAD STREET, 5TH FLOOR</u><br><u>ATTN: REGULATORY FILINGS UNIT</u><br><br>(Street)<br><u>NEWARK</u> <u>NJ</u> <u>07102</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PRUDENTIAL FINANCIAL INC [ PRU ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|                                                                                                                                                                                                                                                                    | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/08/2022</u>                  |                                                                                                                                                                                               |
|                                                                                                                                                                                                                                                                    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><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                    | 02/08/2022                           |                                                    | M                              |   | 22,884 <sup>(1)(2)</sup>                                          | A          | \$0      | 82,899.12                                                                                     | D                                                        |                                                       |
| Common Stock                    | 02/08/2022                           |                                                    | F                              |   | 10,474 <sup>(3)</sup>                                             | D          | \$121.33 | 72,425.12                                                                                     | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 8,320 <sup>(4)</sup>                                                                          | 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 |                                            |                                                                                                    |                                                           |                                                        |
| 2022 Restricted Stock Units                | \$0 <sup>(5)</sup>                                     | 02/08/2022                           |                                                    | A                              |   | 9,067                                                                                  |        | (6)                                                      | (6)             | Common Stock                                                                      | 9,067                      | \$0                                        | 9,067                                                                                              | D                                                         |                                                        |
| 2022 Performance Shares                    | \$0 <sup>(7)</sup>                                     | 02/08/2022                           |                                                    | A                              |   | 27,199                                                                                 |        | (8)                                                      | (8)             | Common Stock                                                                      | 27,199                     | \$0                                        | 27,199                                                                                             | D                                                         |                                                        |
| Deferred Compensation Shares               | \$0 <sup>(9)</sup>                                     | 02/08/2022                           |                                                    | I                              |   |                                                                                        | 89,230 | (10)                                                     | (10)            | Common Stock                                                                      | 89,230                     | \$121.33                                   | 16,573                                                                                             | D                                                         |                                                        |
| 2019 Performance Shares                    | \$0 <sup>(1)</sup>                                     | 02/08/2022                           |                                                    | M                              |   |                                                                                        | 12,211 | (1)                                                      | (1)             | Common Stock                                                                      | 12,211                     | \$0                                        | 0                                                                                                  | D                                                         |                                                        |

Explanation of Responses:

1. The Compensation Committee determined the number of shares received based on the Company's return on equity ("ROE") performance relative to a pre-determined goal and relative to the ROE performance of certain life insurance peer companies for the 2019 through 2021 performance period
2. Includes cash settled performance units which were converted from cash to equity settlement based on a decision by the Compensation Committee.
3. Represents shares withheld for the payment of taxes.
4. Amount reported has been adjusted to include 79 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).
5. The Restricted Stock Units convert to common stock on a 1 to 1 basis.
6. The Restricted Stock Units will vest 1/3 per year beginning on February 28, 2023.
7. The performance shares convert to common stock on a 1 to 1 basis.
8. Represents the target number of shares to be received. The actual number of shares to be received will be determined by the Compensation Committee in February 2025 based on the Company's ROE performance relative to certain life insurance peer companies and performance relative to a pre-determined goal for growth in adjusted book value per share for the 2022 through 2024 performance period.
9. Deferred Compensation Shares are based on unitized accounting and convert to common stock on a 1 to 1 basis.
10. Deferred Compensation Shares are deemed immediately exercisable and are payable in cash at a date selected by the participant.

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

02/10/2022

\*\* 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.

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