SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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*
Axel 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)
11/15/2022

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)
SVP and Controller

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	11/15/2022		S		6,300	D	$109.01[1]	4,691	D	
Common Stock	11/15/2022		M		502	A	$87.45	5,193	D	
Common Stock	11/15/2022		S		456	D	$109.13[2]	4,737	D	
Common Stock	11/15/2022		M		1,685	A	$78.08	6,422	D	
Common Stock	11/15/2022		S		1,458	D	$109.13[2]	4,964	D	
Common Stock	11/15/2022		M		4,207	A	$63.59	9,171	D	
Common Stock	11/15/2022		S		3,364	D	$109.13[2]	5,807[3]	D	
Common Stock								1,254[4]	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				
3/11/2014 Employee Stock Option (right to buy)	$87.45	11/15/2022		M			502	(5)	03/11/2024	Common Stock	502	$0	0	D	
2015 Employee Stock Option (Right to Buy)	$78.08	11/15/2022		M			1,685	(6)	02/10/2025	Common Stock	1,685	$0	0	D	
2016 Employee Stock Option (Right to Buy)	$63.59	11/15/2022		M			4,207	(7)	02/09/2026	Common Stock	4,207	$0	0	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from $108.99 to $109.03, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (1) to this Form 4.

2. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from $109.11 to $109.18, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (2) to this Form 4.

3. Following the transactions reported on this Form 4, Mr. Axel continues to hold 5,807 shares directly and 1,254 shares indirectly in a 401(k) account. Mr. Axel also holds an additional 1,485 Deferred Compensation shares, 10,115 vested stock options, 1,314 unvested stock options, 3,451 restricted stock units, and 14,438 target performance shares (the exact number awarded being dependent on achievement of performance goals).

4. Amount reported has been adjusted to include 51 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2021, and September 30, 2022, based on a plan statement dated September 30, 2022. 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 options vest in three equal annual installments beginning on March 11, 2015.

6. The options vest in three equal annual installments beginning on February 10, 2016.

7. The options vested in three equal annual installments beginning on February 9, 2017.

/s/ Richard J. Baker, attorney-in-fact	11/17/2022
** 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.