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* KAPPLER ANN M (Last) (First) (Middle) 751 BROAD STREET, 5TH FLR 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) 11/22/2022 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 General Counsel 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	11/22/2022		S		1,870	D	$108.6	9,779	D	
Common Stock	11/22/2022		M		223	A	$78.61	10,002	D	
Common Stock	11/22/2022		S		223	D	$108.65	9,779	D	
Common Stock	11/22/2022		M		1,516	A	$78.08	11,295	D	
Common Stock	11/22/2022		S		1,516	D	$108.65	9,779[(1)]	D	
Common Stock								749[(2)]	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)
2014 Employee Stock Option (Right to Buy)	$78.61	11/22/2022		M			223	(3)	04/15/2024	Common Stock	223	$0	0	D	
2015 Employee Stock Option (Right to Buy)	$78.08	11/22/2022		M			1,516	(4)	02/10/2025	Common Stock	1,516	$0	0	D	

Explanation of Responses:

1. Following the transaction reported on this Form 4, Ann Kappler continues to hold 9,779 shares directly and 749 shares indirectly in a 401(k) account. Ann Kappler also holds an additional 16,836 vested stock options, 1,127 unvested stock options, 8,528 restricted stock units and 34,711 target performance shares (the exact number awarded being dependent on achievement of performance goals).

2. Amount reported has been adjusted to include 31 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).

3. The options vest in three equal annual installments beginning on April 15, 2015.

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

/s/ Danny Fiore, attorney-in-fact — 11/23/2022

** 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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