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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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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</u> [<u>PRU</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="0"> <tr> <td>☒ Director</td> <td>☐ 10% Owner</td> </tr> <tr> <td>☐ Officer (give title below)</td> <td>☐ Other (specify below)</td> </tr> </table> <u>EVP and Vice Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person	☒ Director	☐ 10% Owner	☐ Officer (give title below)	☐ Other (specify below)
☒ Director	☐ 10% Owner					
☐ Officer (give title below)	☐ Other (specify below)					

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	02/13/2024		M		78,584 ⁽¹⁾	A	\$0	223,087	D	
Common Stock	02/13/2024		F		38,773 ⁽²⁾	D	\$105.24	184,314	D	
Common Stock								687 ⁽³⁾	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				
2024 Restricted Stock Units	\$0 ⁽⁴⁾	02/13/2024		A		26,606		(5)	(5)	Common Stock	26,606	\$0	26,606	D	
2024 Performance Shares	\$0 ⁽⁶⁾	02/13/2024		A		79,818		(7)	(7)	Common Stock	79,818	\$0	79,818	D	
2021 Performance Shares	(1)	02/13/2024		M			82,894	(1)	(1)	Common Stock	82,894	\$0	0	D	

Explanation of Responses:

1. The Compensation and Human Capital Committee determined the number of shares received based on the Company's return on equity ("ROE") performance relative to the ROE performance of a performance peer group of companies and performance relative to a pre-determined goal for growth in adjusted book value per share for the 2021 through 2023 performance period, as adjusted based on the results of an inclusion and diversity modifier.

2. Represents shares withheld for the payment of taxes.

3. Amount reported has been adjusted to include 34 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2020, and December 31, 2023, based on a plan statement dated December 31, 2023. 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 Restricted Stock Units convert to common stock on a 1 to 1 basis.

5. The Restricted Stock Units will vest 1/3 per year beginning the last day of February 2025.

6. The performance shares convert to common stock on a 1 to 1 basis.

7. Represents the target number of shares to be received. The actual number of shares to be received will be determined by the Compensation and Human Capital Committee in February 2027 based on the Company's ROE performance relative to a performance peer group of companies and performance relative to a pre-determined goal for growth in adjusted book value per share for the 2024 through 2026 performance period.

/s/ Richard J. Baker, attorney-in-
fact 02/15/2024

** 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.

