

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

Alziari Lucien

(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)

02/29/2024

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)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

☒ 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	02/29/2024		M		2,303 ⁽¹⁾	A	\$0	42,533	D	
Common Stock	02/29/2024		F		1,122 ⁽²⁾	D	\$108.99	41,411	D	
Common Stock	02/29/2024		M		1,717 ⁽¹⁾	A	\$0	43,128	D	
Common Stock	02/29/2024		F		837 ⁽²⁾	D	\$108.99	42,291	D	
Common Stock	02/29/2024		M		2,219 ⁽¹⁾	A	\$0	44,510	D	
Common Stock	02/29/2024		F		1,081 ⁽²⁾	D	\$108.99	43,429	D	

**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				
2021 Restricted Stock Units	(3)	02/29/2024		M			2,303	(4)	(4)	Common Stock	2,303	\$0	0	D	
2022 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			1,717	(5)	(5)	Common Stock	1,717	\$0	1,718	D	
2023 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			2,219	(6)	(6)	Common Stock	2,219	\$0	4,439	D	

Explanation of Responses:

1. Represents the vesting of previously awarded restricted stock units.
2. Represents shares withheld for the payment of taxes when the restricted shares vested.
3. The Restricted Stock Units convert to common stock on a 1 to 1 basis.
4. The Restricted Stock Units will vest 1/3 per year beginning on February 28, 2022.
5. The Restricted Stock Units will vest 1/3 per year beginning on February 28, 2023.
6. The Restricted Stock Units will vest 1/3 per year beginning the last day of February 2024.

/s/ Danny Fiore, attorney-in-fact

03/04/2024

** 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.

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.