

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.

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

1. Name and Address of Reporting Person* <u>Feeney Caroline</u>	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC</u> [PRU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Executive Vice President
(Last) (First) (Middle) 751 BROAD STREET, 5TH FLOOR ATTN.: REGULATORY FILINGS UNIT	3. Date of Earliest Transaction (Month/Day/Year) 02/29/2024	
(Street) NEWARK NJ 07102	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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		1,720 ⁽¹⁾	A	\$0	20,774	D	
Common Stock	02/29/2024		F		866 ⁽²⁾	D	\$108.99	19,908	D	
Common Stock	02/29/2024		M		2,226 ⁽¹⁾	A	\$0	19,496	D	
Common Stock	02/29/2024		F		1,125 ⁽²⁾	D	\$108.99	18,783	D	
Common Stock	02/29/2024		M		2,986 ⁽¹⁾	A	\$0	22,482	D	
Common Stock	02/29/2024		F		1,513 ⁽²⁾	D	\$108.99	17,270	D	
Common Stock								7,954	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				
2021 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			1,720	(4)	(4)	Common Stock	1,720	\$0	0	D	
2022 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			2,226	(5)	(5)	Common Stock	2,226	\$0	2,226	D	
2023 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			2,986	(6)	(6)	Common Stock	2,986	\$0	5,972	D	

Explanation of Responses:

1. Represents the vesting of previously awarded restricted stock units.
2. Represents shares withheld for the payment of taxes.
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.

