

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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>SCHMIDT TIMOTHY L</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 [PRU]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/29/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Senior Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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		2,088 ⁽¹⁾	A	\$0	16,842	D	
Common Stock	02/29/2024		F		1,005 ⁽²⁾	D	\$108.99	15,837	D	
Common Stock	02/29/2024		M		1,401 ⁽¹⁾	A	\$0	17,425	D	
Common Stock	02/29/2024		F		670 ⁽²⁾	D	\$108.99	15,167	D	
Common Stock	02/29/2024		M		1,646 ⁽¹⁾	A	\$0	16,813	D	
Common Stock	02/29/2024		F		789 ⁽²⁾	D	\$108.99	16,024	D	
Common Stock								280	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	⁽³⁾	02/29/2024		M			2,088	⁽⁴⁾	⁽⁴⁾	Common Stock	2,088	\$0	0	D	
2022 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			1,401	⁽⁵⁾	⁽⁵⁾	Common Stock	1,401	\$0	1,402	D	
2023 Restricted Stock Units	\$0 ⁽³⁾	02/29/2024		M			1,646	⁽⁶⁾	⁽⁶⁾	Common Stock	1,646	\$0	3,293	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

