

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

Lowrey Charles F

(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)
11/06/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner

☒ Officer (give title below) ☒ Other (specify below)

Chief Executive Officer / Chairman of the Board

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)		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	11/06/2024		M		83,250	A	\$93.36	262,265	D	
Common Stock	11/06/2024		S		33,690	D	\$128.55 ⁽¹⁾	228,575	D	
Common Stock	11/06/2024		S		56,149	D	\$127.95 ⁽²⁾	172,426	D	
Common Stock	11/07/2024		M		93,469	A	\$95.87	265,895	D	
Common Stock	11/07/2024		S		24,279	D	\$126.09 ⁽³⁾	241,616	D	
Common Stock	11/07/2024		S		71,535	D	\$123.99 ⁽⁴⁾	170,081 ⁽⁵⁾	D	
Common Stock								292 ⁽⁶⁾	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				
2019 Employee Stock Option (Right to Buy)	\$93.36	11/06/2024		M			83,250	(7)	02/12/2029	Common Stock	83,250	\$0	0	D	
2020 Employee Stock Option (Right to Buy)	\$95.87	11/07/2024		M			93,469	(8)	02/11/2030	Common Stock	93,469	\$0	0	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$128.35 to \$129.10, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (1) to this Form 4

2. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$127.36 to \$128.34, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (2) to this Form 4

3. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$126.00 to \$126.34, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (3) to this Form 4

4. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$123.85 to \$124.28, inclusive. The reporting person undertakes to provide to Prudential Financial, Inc., any security holder of Prudential Financial, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (4) to this Form 4.

5. Following the transactions reported on this Form 4, Mr. Lowrey continues to hold 170,081 shares directly and 292 shares indirectly in a 401(k) account. Mr. Lowrey also holds an additional 67,691 vested stock options, 62,825 restricted stock units, and 271,454 target performance shares (the exact number awarded being dependent on achievement of performance goals).

6. Amount reported has been adjusted to include 9 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2023, and September 30, 2024, based on a plan statement dated September 30, 2024. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

7. The options vest in three equal annual installments beginning on February 12, 2020.

8. The options vest in three equal annual installments beginning on February 11, 2021.

/s/ Richard J. Baker, attorney-in-
fact

11/08/2024

** 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.