

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
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1. Name and Address of Reporting Person* <u>FALZON ROBERT</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) EVP and Vice Chairman
(Last) (First) (Middle) 751 BROAD STREET, 5TH FLOOR ATTN. REGULATORY FILINGS UNIT	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2025	
(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	02/28/2025		M		6,869 ⁽¹⁾	A	\$0	242,823	D	
Common Stock	02/28/2025		F		3,340 ⁽²⁾	D	\$115.1	239,483	D	
Common Stock	02/28/2025		M		8,392 ⁽¹⁾	A	\$0	247,875	D	
Common Stock	02/28/2025		F		4,083 ⁽²⁾	D	\$115.1	243,792	D	
Common Stock	02/28/2025		M		8,868 ⁽¹⁾	A	\$0	248,345	D	
Common Stock	02/28/2025		F		4,315 ⁽²⁾	D	\$115.1	239,477	D	
Common Stock								692	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				
2022 Restricted Stock Units	\$0 ⁽³⁾	02/28/2025		M			6,869	(4)	(4)	Common Stock	6,869	\$0	0	D	
2023 Restricted Stock Units	\$0 ⁽³⁾	02/28/2025		M			8,392	(5)	(5)	Common Stock	8,392	\$0	8,393	D	
2024 Restricted Stock Units	\$0 ⁽³⁾	02/28/2025		M			8,868	(6)	(6)	Common Stock	8,868	\$0	17,738	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, 2023.
5. The Restricted Stock Units will vest 1/3 per year beginning the last day of February 2024.
6. The Restricted Stock Units will vest 1/3 per year beginning the last day of February 2025.

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

03/04/2025

** 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.