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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ 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>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) <u>Executive Vice President</u>
(Last) (First) (Middle) <u>751 BROAD STREET, 5TH FLOOR</u> <u>ATTN.: REGULATORY FILINGS UNIT</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2024</u>	
(Street) <u>NEWARK</u> <u>NJ</u> <u>07102</u> (City) (State) (Zip)	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

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	06/13/2024		P		124.58 ⁽¹⁾	A	\$115.9	11,409.58	D	
Common Stock	09/12/2024		P		129.2 ⁽²⁾	A	\$113.01	10,428.78	D	
Common Stock	12/12/2024		P		110.75 ⁽³⁾	A	\$120.31	10,539.53	D	
Common Stock								8,200	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				

Explanation of Responses:

1. Inadvertent purchase of 124.58 shares at \$115.90 per share through a broker-administered dividend reinvestment plan. On 9/3/2024 the reporting person had a sale of 124.58 shares at \$120.03 per share. These purchase and sale transactions resulted in a short swing profit of \$514.52, which has been disgorged in full by the reporting person to the issuer.

2. Inadvertent purchase of 129.20 shares at \$113.01 per share through a broker-administered dividend reinvestment plan. On 9/3/2024 the reporting person had a sale of 1 share at \$120.07, 1 share at \$120.05, 2 shares at \$120.04, and 125.20 shares at \$120.03 per share. These purchase and sale transactions resulted in a short swing profit of \$907.06, which has been disgorged in full by the reporting person to the issuer.

3. Inadvertent purchase of 110.75 shares at \$120.31 per share through a broker-administered dividend reinvestment plan.

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

03/21/2025

** 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.