

Form 144 Filer Information

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 144

Form 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001602678

Filer CCC XXXXXXXX

Is this a LIVE or TEST Filing? ☒ LIVE ☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer PRUDENTIAL FINANCIAL INC

SEC File Number 001-16707

Address of Issuer 751 BROAD ST
NEWARK
NEW JERSEY
07102

Phone 9738026000

Name of Person for Whose Account the Securities are To Be Sold Axel Robert

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name of the Securities Exchange
Common	ETrade Securities LLC 3 Edison Drive Alpharetta GA 30005	12694	1383646.00	372000000	11/15/2022	NYSE

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
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Common	02/14/2017	Release of Performance Shares Awarded on 3/11/14	Issuer	☐		217	02/14/2017	N/A
Common	02/16/2017	Exercise of stock options granted 03/11/14	Issuer	☐		61	02/16/2017	Exercise and sell to cover
Common	02/16/2017	Exercise of stock options granted 02/10/15	Issuer	☐		291	02/16/2017	Exercise and sell to cover
Common	02/16/2017	Exercise of stock options granted 02/09/16	Issuer	☐		262	02/16/2017	Exercise and sell to cover
Common	02/13/2018	Release of Performance Shares Awarded on 2/10/15	Issuer	☐		1218	02/13/2018	N/A
Common	02/12/2019	Release of Performance Shares Awarded on 2/9/16	Issuer	☐		395	02/12/2019	N/A
Common	02/11/2020	Release of Performance Shares Awarded on 2/14/17	Issuer	☐		1018	02/11/2020	N/A
Common	02/11/2020	Release of Performance Shares Awarded on 2/14/17	Issuer	☐		1051	02/11/2020	N/A
Common	02/08/2022	Release of Performance Shares Awarded on 2/12/19	Issuer	☐		730	02/08/2022	N/A
Common	02/08/2022	Release of Performance Shares Awarded on 2/12/19	Issuer	☐		748	02/08/2022	N/A
Common	02/28/2022	Release of Restricted Stock Units Awarded 2/9/21	Issuer	☐		309	02/28/2022	N/A
Common	11/15/2022	Exercise of Stock Options Granted 3/11/14	Issuer	☐		502	11/15/2022	Exercise and sell to cover
Common	11/15/2022	Exercise of Stock Options Granted 2/10/15	Issuer	☐		1685	11/15/2022	Exercise and sell to cover
Common	11/15/2022	Exercise of Stock Options Granted 2/9/16	Issuer	☐		4207	11/15/2022	Exercise and sell to cover

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report



144: Remarks and Signature

Remarks

Date of Notice

11/15/2022

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ Richard Baker, Attorney in Fact for Robert Axel

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)