SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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

☐ 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*
Feeney Caroline

(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)
12/11/2025

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Executive Vice President

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	12/11/2025		M		397	A	$99.76	22,906.53	D	
Common Stock	12/11/2025		S		384	D	$116.28	22,522.53	D	
Common Stock	12/11/2025		M		2,926	A	$106.89	25,448.53	D	
Common Stock	12/11/2025		S		2,874	D	$116.28	22,574.53	D	
Common Stock	12/11/2025		M		2,117	A	$110.45	24,691.53	D	
Common Stock	12/11/2025		S		2,096	D	$116.28	22,595.53	D	
Common Stock	12/11/2025		M		1,222	A	$107.28	23,817.53	D	
Common Stock	12/11/2025		S		1,201	D	$116.28	22,616.53(1)	D	
Common Stock								8,723(2)	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				
6/12/2018 Employee Stock Option (right to buy)	$99.76	12/11/2025		M			397	(3)	06/12/2028	Common Stock	397	$0	0	D	
2018 Employee Stock Option (Right to Buy)	$106.89	12/11/2025		M			2,926	(4)	02/13/2028	Common Stock	2,926	$0	0	D	
2017 Employee Stock Option (Right to Buy)	$110.45	12/11/2025		M			2,117	(5)	02/14/2027	Common Stock	2,117	$0	0	D	
10/2/17 Employee Stock Option (Right to Buy)	$107.28	12/11/2025		M			1,222	(6)	10/02/2027	Common Stock	1,222	$0	0	D	

Explanation of Responses:

1. Following the transactions reported on this Form 4, Ms. Feeney continues to hold 22,616 shares directly and 8,723 shares indirectly in a 401(k) account. Ms. Feeney also holds an additional 80,340 restricted stock units, and 86,980 target performance shares (the exact number awarded being dependent on achievement of performance goals).

2. Amount reported has been adjusted to include 523 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2024 and September 30, 2025 based on a plan statement dated September 30, 2025. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

3. The options vest in three equal annual installments beginning on June 12, 2019.

4. The options vest in three equal annual installments beginning on February 13, 2019.

5. The options vest in three equal annual installments beginning on February 14, 2018

6. The options vest in three equal annual installments beginning on October 2, 2018

/s/ Richard J. Baker, attorney-in-fact	12/15/2025
** Signature of Reporting Person	Date