SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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).

☐ 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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| SULLIVAN ANDREW F | PRUDENTIAL FINANCIAL INC [ PRU ] | X Director; 10% Owner; X Officer (give title below); X Other (specify below) |
| (Last) (First) (Middle)<br>751 BROAD STREET, 5TH FLOOR<br>ATTN: REGULATORY FILINGS UNIT | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/06/2026 | Chief Executive Officer / Chairman of the Board |
| (Street)<br>NEWARK NJ 07102 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>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 | 11/06/2026 | | M[1] | | 2,577 | A | $110.45 | 52,793 | D | |
| Common Stock | 11/06/2026 | | S[1] | | 2,476 | D | $121.32 | 50,317 | D | |
| Common Stock | 11/06/2026 | | M[2] | | 1,128 | A | $107.28 | 51,445 | D | |
| Common Stock | 11/06/2026 | | S[2] | | 1,068 | D | $121.32 | 50,377[3] | D | |
| Common Stock | | | | | | | | 474[4] | 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 | | | | |
| 2017 Employee Stock Option (Right to Buy) | $110.45 | 11/06/2026 | | M | | | 2,577 | (5) | 02/14/2027 | Common Stock | 2,577 | $0 | 0 | D | |
| 10/2/17 Employee Stock Option (Right to Buy) | $107.28 | 11/06/2026 | | M | | | 1,128 | (6) | 10/02/2027 | Common Stock | 1,128 | $0 | 0 | D | |

**Explanation of Responses:**

1. Mr. Sullivan exercised the stock options scheduled to expire next year on February 14, 2027 and sold a portion of the shares acquired upon exercise to cover the exercise price and applicable tax-withholding obligations. The remaining shares acquired upon exercise were retained.

2. Mr. Sullivan exercised the stock options scheduled to expire next year on October 2, 2027 and sold a portion of the shares acquired upon exercise to cover the exercise price and applicable tax-withholding obligations. The remaining shares acquired upon exercise were retained.

3. Following the transaction reported on this Form 4, Mr. Sullivan continues to hold 50,377 shares directly and 474 shares indirectly in a 401(k) account. Mr. Sullivan also holds an additional 3,251 vested stock options, 43,685 restricted stock units, 12,559 deferred compensation shares, and 165,958 target performance shares (the exact number awarded being dependent on achievement of performance goals).

4. Amount reported has been adjusted to include 18 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between December 31, 2025, and September 30, 2026, based on a plan statement dated September 30, 2026. The acquisition of such shares was exempt from Section 16 pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

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

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

/s/ Richard J. Baker, attorney-in-fact — 11/10/2026

** 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.**