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)
KAPPLER ANN M	PRUDENTIAL FINANCIAL INC [PRU]	Director ☐ 10% Owner X Officer (give title below) ☐ Other (specify below) EVP and General Counsel
(Last) (First) (Middle) 751 BROAD STREET, 5TH FLR ATTN.: REGULATORY FILINGS UNIT	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2026	
(Street) NEWARK NJ 07102	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	11/06/2026		M[(1)]		2,025	A	$110.45	16,432	D	
Common Stock	11/06/2026		S[(1)]		1,950	D	$120.6	14,482	D	
Common Stock	11/06/2026		M		894	A	$106.89	15,376	D	
Common Stock	11/06/2026		S		847	D	$120.6	14,529[(2)]	D	
Common Stock								919[(3)]	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			2,025	(4)	02/14/2027	Common Stock	2,025	$0	0	D	
2018 Employee Stock Option (Right to Buy)	$106.89	11/06/2026		M			894	(5)	02/13/2028	Common Stock	894	$0	895	D	

Explanation of Responses:

1. Exercise of stock options expiring on February 14, 2027.

2. Following the transaction reported on this Form 4, Ann Kappler continues to hold 14,529 shares directly and 919 shares indirectly in a 401(k) account. Ann Kappler also holds an additional 7,033 vested stock options, 15,446 restricted stock units, and 68,395 target performance shares (the exact number awarded being dependent on achievement of performance goals).

3. Amount reported has been adjusted to include 10 shares of Issuer common stock acquired by the reporting person under The Prudential Employee Savings Plan between June 30, 2026, 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).

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

5. The options vested in three equal annual installments beginning on February 13, 2019.

/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.