

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * Frias Yanela	2. Date of Event Requiring Statement (MM/DD/YYYY) 3/15/2024	3. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [PRU]
(Last) (First) (Middle) 751 BROAD STREET, 5TH FLOOR, ATTN: REGULATORY FILINGS UNIT	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and CFO /	
(Street) NEWARK, NJ 07102	5. If Amendment, Date Original Filed(MM/DD/YYYY)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,064	D	
Common Stock	2	I	By 401(K)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
2020 Employee Stock Option (Right to Buy)	(1)	2/11/2030	Common Stock	3,942	\$95.87	D	
2022 Performance Shares	(2)	(2)	Common Stock	4,039	(3)	D	
2022 Restricted Stock Units	(4)	(4)	Common Stock	577	(5)	D	
2023 Restricted Stock Units	(6)	(6)	Common Stock	1,356	(5)	D	
2024 Restricted Stock Units	(7)	(7)	Common Stock	2,851	(5)	D	
2023 Performance Shares	(8)	(8)	Common Stock	4,745	(3)	D	
2024 Performance Shares	(9)	(9)	Common Stock	6,652	(3)	D	

Explanation of Responses:

(1) The options vest in three equal annual installments beginning on February 11, 2021.

- (2) Represents the target number of shares to be received. The actual number of shares to be received will be determined by the Compensation Committee in February 2025 based on the Company's ROE performance relative to certain life insurance peer companies and performance relative to a pre-determined goal for growth in adjusted book value per share for the 2022 through 2024 performance period.
- (3) The performance shares convert to common stock on a 1 to 1 basis.
- (4) The Restricted Stock Units will vest 1/3 per year beginning on February 28, 2023.
- (5) The Restricted Stock Units convert to common stock on a 1 to 1 basis.
- (6) The Restricted Stock Units will vest 1/3 per year beginning the last day of February 2024.
- (7) The Restricted Stock Units will vest 1/3 per year beginning the last day of February 2025.
- (8) Represents the target number of shares to be received. The actual number of shares to be received will be determined by the Compensation Committee in February 2026 based on the Company's ROE performance relative to a performance peer group of companies and performance relative to a pre-determined goal for growth in adjusted book value per share for the 2023 through 2025 performance period.
- (9) Represents the target number of shares to be received. The actual number of shares to be received will be determined by the Compensation and Human Capital Committee in February 2027 based on the Company's ROE performance relative to a performance peer group of companies and performance relative to a pre-determined goal for growth in adjusted book value per share for the 2024 through 2026 performance period.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frias Yanela 751 BROAD STREET, 5TH FLOOR ATTN: REGULATORY FILINGS UNIT NEWARK, NJ 07102			EVP and CFO	

Signatures

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

3/22/2024

**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 5(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 control number.

EXHIBIT 24

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Margaret M. Foran, Richard J. Baker, and Danny Fiore, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Prudential Financial, Inc. (the "Company"), Forms 3, 4, and 5 (and any other Form that may be required by the Securities and Exchange Commission) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and Form 144 in accordance with Rule 144 of the Securities Act of 1933 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16(a) Form or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make filings pursuant to Section 16(a) and Rule 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall be governed by and construed in accordance with New Jersey law.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of March, 2024.

/s/ Yanela Frias
Signature