

FORM 4

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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN 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 * FALZON ROBERT (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]	5. 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 Vice Chairman
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/13/2024</p>		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
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/13/2024		M		66,199	A	\$93.36	263,082	D	
Common Stock	5/13/2024		S		60,999	D	\$118.57	202,083	D	
Common Stock	5/13/2024		M		74,325	A	\$95.87	276,408	D	
Common Stock	5/13/2024		S		69,093	D	\$118.57	207,315 (1)	D	
Common Stock								687	I	By 401(k)
Common Stock								3,580	I	By Spouse

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
2019 Employee Stock Option (Right to Buy)	\$93.36	5/13/2024		M		66,199	(2)	2/12/2029	Common Stock	66,199	\$0	0	D		
2020 Employee Stock Option (Right to Buy)	\$95.87	5/13/2024		M		74,325	(3)	2/11/2030	Common Stock	74,325	\$0	0	D		

Explanation of Responses:

- (1) Following the transactions reported on this Form 4, Mr. Falzon continues to hold 207,315 shares directly and 687 shares indirectly in a 401(k) account. Mr. Falzon also holds an additional 55,453 vested stock options, 50,260 unvested restricted stock units and 217,164 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (2) The options vest in three equal annual installments beginning on February 12, 2020.
- (3) The options vest in three equal annual installments beginning on February 11, 2021.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALZON ROBERT 751 BROAD STREET, 5TH FLOOR ATTN. REGULATORY FILINGS UNIT NEWARK, NJ 07102			EVP and Vice Chairman	

Signatures/s/ Richard J. Baker, attorney-in-fact5/15/2024

**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 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 control number.