PRUDENTIAL FINANCIAL INC

Form 4

September 11, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person **
GRIER MARK B

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PRUDENTIAL FINANCIAL INC

[(PRU)]

(Check all applicable)

_ Director _____ 10% Owner

3. Date of Earliest Transaction

(Middle)

(Month/Day/Year) 09/08/2006 _X_ Officer (give title ____ Other (specify below)

Vice Chairman

C/O PRUDENTIAL FINANCIAL, INC., 751 BROAD STREET, 4TH FLOOR

(First)

(Street)

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

 ${\bf 6.\ Individual\ or\ Joint/Group\ Filing} (Check$

Applicable Line)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

NEWARK, NJ 071023777

(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. 4. Securities Acqui Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)))	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/08/2006		M	81,789	A	\$ 32	110,704	D		
Common Stock	09/08/2006		M	91,744	A	\$ 29.9	202,448	D		
Common Stock	09/08/2006		S	3,600	D	\$ 71.93	198,848	D		
Common Stock	09/08/2006		S	5,000	D	\$ 71.95	193,848	D		
	09/08/2006		S	1,400	D		192,448	D		

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Common Stock					\$ 71.97			
Common Stock	09/08/2006	S	6,000	D	\$ 71.98	186,448	D	
Common Stock	09/08/2006	S	5,000	D	\$ 71.99	181,448	D	
Common Stock	09/08/2006	S	109,000	D	\$ 72	72,448	D	
Common Stock	09/08/2006	S	9,000	D	\$ 72.01	63,448	D	
Common Stock	09/08/2006	S	9,600	D	\$ 72.04	53,848	D	
Common Stock	09/08/2006	S	2,200	D	\$ 72.05	51,648	D	
Common Stock	09/08/2006	S	1,000	D	\$ 72.07	50,648	D	
Common Stock	09/08/2006	S	3,800	D	\$ 72.1	46,848	D	
Common Stock	09/08/2006	S	2,191	D	\$ 72.11	44,657 (1)	D	
Common Stock						16,766 (2)	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock	\$ 32	09/08/2006		M	81,78	9 (3)	12/18/2012	Common Stock	81,789	

(9-02)

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Option (right to buy)

Employee

Stock
Option \$ 29.9 09/08/2006 M 91,744 (4) 02/11/2013 Common Stock 91,744

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRIER MARK B C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777

Vice Chairman

Signatures

By: /s/ Kathleen M. Gibson, Attorney-in-fact 09/11/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Following the transactions reported on this Form 4, the reporting person continues to hold 44,657 shares directly and 16,766 shares indirectly through the 401(k). As previously reported, the reporting person also holds an additional 86,182 vested stock options, 148,685 unvested stock options and 78,286 target performance shares (the exact number awarded being dependent on achievement of performance goals).
- (2) Beneficial ownership includes shares acquired under The Prudential Employee Savings Plan which are exempt transactions pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- (3) The option vested in three equal annual installments on December 18, 2003, 2004 and 2005.
- (4) The option vested in three equal annual installments on February 11, 2004, 2005 and 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3