#### PRUDENTIAL FINANCIAL INC

Form 4

January 04, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* BANTA VIVIAN L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PRUDENTIAL FINANCIAL INC [(PRU)]

(Check all applicable)

Vice Chairman

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2007

Director 10% Owner X\_ Officer (give title Other (specify below)

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

(Street)

(State)

(Zin)

4. If Amendment, Date 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

#### NEWARK, NJ 071023777

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/03/2007		M	21,810	A	\$ 32	70,350	D	
Common Stock	01/03/2007		S(1)	1,810	D	\$ 85.97	68,540	D	
Common Stock	01/03/2007		S	1,500	D	\$ 86.2	67,040	D	
Common Stock	01/03/2007		S	1,500	D	\$ 86.25	65,540	D	
	01/03/2007		S	1,500	D		64,040	D	

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Common Stock					\$ 86.36			
Common Stock	01/03/2007	S	1,500	D	\$ 86.4	62,540	D	
Common Stock	01/03/2007	S	3,000	D	\$ 86.5	59,540	D	
Common Stock	01/03/2007	S	1,500	D	\$ 86.41	58,040	D	
Common Stock	01/03/2007	S	2,000	D	\$ 86.55	56,040	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.6	55,040	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.7	54,040	D	
Common Stock	01/03/2007	S	1,500	D	\$ 86.75	52,540	D	
Common Stock	01/03/2007	S	1,500	D	\$ 86.8	51,040	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.85	50,040	D	
Common Stock	01/03/2007	S	500	D	\$ 86.9	49,540	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.92	48,540 (2)	D	
Common Stock						453 (3)	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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

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Date Expiration Exercisable Date

or Number of Shares

Amount

**Employee** 

Stock

buy)

\$32 Option 01/03/2007 (right to

M

21,810

12/18/2012 (4)

Common Stock

21,810

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BANTA VIVIAN L C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777

Vice Chairman

# **Signatures**

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

01/04/2007

\*\*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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2006.
- Following the transactions reported on this Form 4, the reporting person continues to hold 48,540 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,727 shares in the deferred compensation plan, 128,025 vested stock options, 172,249 unvested stock options and 92,816 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
- 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).
- (4) The option vested in three equal annual installments on December 18, 2003, 2004 and 2005.

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.

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