

PRUDENTIAL FINANCIAL INC  
 Form 4  
 February 16, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BANTA VIVIAN L**  
  
 (Last) (First) (Middle)  
 C/O PRUDENTIAL FINANCIAL, INC., 751 BROAD STREET, 4TH FLOOR  
  
 (Street)  
 NEWARK, NJ 071023777  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PRUDENTIAL FINANCIAL INC [(PRU)]**

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2007

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ 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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/14/2007		S		4,000	D	\$ 92.58 78,345 D
Common Stock	02/14/2007		S		6,000	D	\$ 92.57 72,345 D
Common Stock	02/15/2007		S		500	D	\$ 91.78 129,867 D
Common Stock	02/14/2007		S		5,000	D	\$ 92.56 67,345 D
	02/14/2007		S		3,000	D	64,345 D

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Common Stock						\$ 92.55		
Common Stock	02/14/2007	S	2,788	D	\$ 92.54	61,557	D	
Common Stock	02/15/2007	M	111,810	A	\$ 45	173,367	D	
Common Stock	02/15/2007	S	500	D	\$ 92.07	172,867	D	
Common Stock	02/15/2007	S	500	D	\$ 92.05	172,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 92.04	171,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 92.02	170,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 92.01	169,367	D	
Common Stock	02/15/2007	S	10,000	D	\$ 92	159,367	D	
Common Stock	02/15/2007	S	2,000	D	\$ 91.95	157,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 91.93	156,367	D	
Common Stock	02/15/2007	S	1,500	D	\$ 91.92	154,867	D	
Common Stock	02/15/2007	U	500	D	\$ 91.91	154,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 91.9	153,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 91.88	152,367	D	
Common Stock	02/15/2007	S	3,000	D	\$ 91.87	149,367	D	
Common Stock	02/15/2007	S	1,000	D	\$ 91.86	148,367	D	
Common Stock	02/15/2007	S	3,000	D	\$ 91.85	145,367	D	
Common Stock	02/15/2007	S	4,000	D	\$ 91.82	141,367	D	
Common Stock	02/15/2007	S	2,000	D	\$ 91.81	139,367	D	
	02/15/2007	S	8,000	D	\$ 91.8	131,367	D	



## 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).
- (1) 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).
- (2) The option vested in three equal annual installments beginning on February 10, 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.