

PRUDENTIAL FINANCIAL INC
Form 4
September 15, 2006

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

OMB APPROVAL

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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 *
CARBONE RICHARD J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP and CFO

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/13/2006		M		48,166 A \$ 29.9	57,952	D
Common Stock	09/13/2006		S		1,398 D \$ 72.87	56,554	D
Common Stock	09/13/2006		S		3,500 D \$ 72.86	53,054	D
Common Stock	09/13/2006		S		2,000 D \$ 72.85	51,054	D
	09/13/2006		S		1,100 D	49,954	D

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Common Stock						\$ 72.82		
Common Stock	09/13/2006	S	2,400	D		\$ 72.81	47,554	D
Common Stock	09/13/2006	S	4,400	D		\$ 72.8	43,154	D
Common Stock	09/13/2006	S	10,000	D		\$ 72.76	33,154	D
Common Stock	09/13/2006	S	16,000	D		\$ 72.75	17,154 ⁽¹⁾	D
Common Stock							515 ⁽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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(9-02)

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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 29.9	09/13/2006		M	48,166	⁽³⁾ 02/11/2013	Common Stock	48,166	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARBONE RICHARD J C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR			SVP and CFO	

NEWARK, NJ 071023777

Signatures

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

09/15/2006

__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 17,154 shares directly and 515 shares indirectly
- (1) through the 401(k). As previously reported, the reporting person also holds an additional 103,604 vested stock options, 73,138 unvested stock options and 39,828 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 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.

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