

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  
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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 \*  
 BANTA VIVIAN L

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

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

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

NEWARK, NJ 071023777  
 (City) (State) (Zip)

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

**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 Beneficial 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

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

Common Stock								
Common Stock	02/15/2007	S	1,000	D	\$ 91.79	130,367	D	
Common Stock						515 <sup>(1)</sup>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 45	02/15/2007		M	111,810	<sup>(2)</sup> 02/10/2014	Common Stock 111,810

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 02/16/2007

        \*\*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).
- (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.