

PRUDENTIAL FINANCIAL INC
 Form 4
 December 18, 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 *
 LAWSON RODGER A

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2006

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

(Street)
 NEWARK, NJ 071023777

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/14/2006 | | M | | 114,679 A \$ 29.9 | D | |
| Common Stock | 12/14/2006 | | S | | 7,143 D \$ 86.23 | D | |
| Common Stock | 12/14/2006 | | S | | 9,500 D \$ 86.16 | D | |
| Common Stock | 12/14/2006 | | S | | 5,500 D \$ 86.15 | D | |
| | 12/14/2006 | | S | | 3,000 D | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------------------|---|
| Common Stock | | | | | \$ 86.08 | | |
| Common Stock | 12/14/2006 | S | 1,500 | D | \$ 86.05 | 127,421 | D |
| Common Stock | 12/14/2006 | S | 1,000 | D | \$ 86.07 | 126,421 | D |
| Common Stock | 12/14/2006 | S | 2,500 | D | \$ 86.1 | 123,921 | D |
| Common Stock | 12/14/2006 | S | 2,000 | D | \$ 86.11 | 121,921 | D |
| Common Stock | 12/14/2006 | S | 2,000 | D | \$ 86.12 | 119,921 | D |
| Common Stock | 12/14/2006 | S | 2,800 | D | \$ 86.13 | 117,121 | D |
| Common Stock | 12/14/2006 | S | 3,500 | D | \$ 86.14 | 113,621 | D |
| Common Stock | 12/14/2006 | S | 5,500 | D | \$ 86.17 | 108,121 | D |
| Common Stock | 12/14/2006 | S | 4,500 | D | \$ 86.19 | 103,621 | D |
| Common Stock | 12/14/2006 | S | 10,500 | D | \$ 86.2 | 93,121 | D |
| Common Stock | 12/14/2006 | S | 4,500 | D | \$ 86.22 | 88,621 | D |
| Common Stock | 12/14/2006 | S | 4,000 | D | \$ 86.25 | 84,621 | D |
| Common Stock | 12/14/2006 | S | 7,200 | D | \$ 86.21 | 77,421 | D |
| Common Stock | 12/14/2006 | S | 3,500 | D | \$ 86.26 | 73,921 | D |
| Common Stock | 12/14/2006 | S | 4,500 | D | \$ 86.18 | 69,421 | D |
| Common Stock | 12/14/2006 | S | 3,500 | D | \$ 86.24 | 65,921 | D |
| Common Stock | 12/14/2006 | S | 2,000 | D | \$ 86.27 | 63,921 | D |
| Common Stock | 12/14/2006 | S | 2,500 | D | \$ 86.3 | 61,421 | D |
| Common Stock | 12/14/2006 | S | 1,500 | D | \$ 86.29 | 59,921 | D |
| | 12/14/2006 | S | 1,000 | D | | 58,921 ⁽¹⁾ | D |

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Common Stock \$ 86.28
 Common Stock 4,212 ⁽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. 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) | \$ 29.9 | 12/14/2006 | | M | 114,679 | ⁽³⁾ 02/11/2013 | Common Stock 114,67 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWSON RODGER A C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777 | | | Vice Chairman | |

Signatures

By: /s/ Kathleen M. Gibson, Attorney-in-fact 12/18/2006
 __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).
- (1)

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Following the transactions reported on this Form 4, the reporting person continues to hold 58,921 shares directly and 4,212 shares indirectly through the 401(k). The reporting person also holds an additional 3,839 shares in the deferred compensation plan, 101,556 vested stock options, 169,920 unvested stock options and 90,487 target performance shares (the exact number of performance shares 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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