

PRUDENTIAL FINANCIAL INC  
Form DEFA14A  
March 23, 2009

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_)**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Prudential Financial, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Prudential Trust Company

30 Scranton Office Park, Scranton PA 18507-1789

March 23, 2009

We are writing to you in our role as Master Trustee for the Prudential Financial, Inc. (PFI) Common Stock Fund (the Fund). The Fund is an investment option under The Prudential Employee Savings Plan (PESP). PESP records indicate that you had a balance in the Fund on March 10, 2009, equivalent to at least one full share of PFI Common Stock. This entitles you to instruct us on how to vote the Fund's stock holdings at the Prudential Financial, Inc. Annual Meeting of Shareholders on May 12, 2009.

Your voting instructions will be kept confidential and will not be available to your employer, the PESP plan administrator or to us. Please refer to the Frequently Asked Questions on the back of this letter for additional information.

#### **Voting Instructions**

Please note that you will not be voting directly. Only the Master Trustee is authorized to vote shares held by the Fund at the shareholders meeting. However, you can provide us with instructions as to how to vote on your behalf on the matters described in the proxy statement.

Enclosed is a Voting Instruction Form regarding the matters described in the proxy statement, which will be voted upon at the shareholders meeting. As indicated on the form, you can provide your voting instructions via the Internet, by telephone or by postal mail. **Whichever method you choose, we must receive your instructions no later than May 6, 2009.**

The voting instructions we receive from you and others by that deadline will be applied proportionately to the shares of eligible voters who do not provide voting instructions ( undirected shares ). If you prefer to provide voting instructions for yourself only and do not want them applied to undirected shares, you can opt out by checking the appropriate box on the front of the Voting Instruction Form and returning the form **by postal mail only**. This opting out cannot be done via the Internet or by telephone.

#### **Proxy Statement for the Annual Meeting of Shareholders on May 12, 2009**

The Proxy Statement for the Annual Meeting of Shareholders on May 12, 2009, which provides additional information on the matters to be voted upon, the 2008 Annual Report, and additional proxy materials are available on the Company's Intranet site. Most active employees have access to these documents and the ability to order a printed copy on the Investor Relations Web site ([www.investor.prudential.com](http://www.investor.prudential.com)). If you do not have electronic access, please call 1-877-998-ROCK (7625) at any time to request a copy of these documents. If you are not currently an active employee of Prudential Financial, Inc. or its affiliates, the company's annual report and proxy statement are enclosed.

If you have questions regarding this letter, call 1-800-PRU-EASY (1-800-778-3279), follow the prompts for Retirement and Savings, then Employee Savings Plan and follow the instructions to speak to a Customer Service Representative. Customer Service Representatives are available Monday through Friday (except holidays), 8 a.m. to 9 p.m., EDT. If you are hearing impaired, please contact your local relay service.

Thank you in advance for providing your voting instructions before the May 6, 2009, deadline.

Prudential Trust Company, Trustee

Enclosures

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**PRUDENTIAL FINANCIAL, INC. (PFI) COMMON STOCK FUND**

**Frequently Asked Questions**

**What makes me eligible to vote?**

You are an eligible voter if you:

are a participant, beneficiary or alternate payee (under a qualified domestic relations order) in The Prudential Employee Savings Plan (PESP), and

had a balance in the PFI Common Stock Fund (the Fund) equivalent to at least one full share of PFI Common Stock on March 10, 2009.

**Why is the date that counts for PESP participants earlier than for other PFI shareholders?**

The Trustee only gets proxy voting rights for the number of shares the Fund actually held on March 13, 2009, which is the corporate record date for the Prudential Financial, Inc. Annual Meeting of Shareholders. March 10, 2009, was the last date for participants to execute transactions that settled (by delivery of stock to the Trustee) by March 13, 2009. Therefore, March 10, 2009, is the date used for allocating proxy voting rights among PESP participants.

**How do I vote?**

A Voting Instruction Form is enclosed. You may vote online at [www.investorvote.com](http://www.investorvote.com), by telephone at 1-800-652-VOTE (8683), or by returning your completed form by mail. For the Fund's Trustee to vote on your behalf at the Prudential Financial, Inc. Annual Meeting of Shareholders on May 12, 2009, **we must receive your voting instructions no later than 11:59 p.m., EDT, on May 6, 2009.**

The Proxy Statement for the Annual Meeting of Shareholders on May 12, 2009, which provides additional information on the matters to be voted upon, the 2008 Annual Report, and additional proxy materials are available on the Company's Intranet site. Most active employees have access to these documents and the ability to order a printed copy on the Investor Relations Web site ([www.investor.prudential.com](http://www.investor.prudential.com)). If you do not have electronic access, please call 1-877-998-ROCK (7625) at any time to request a copy of these documents. If you are not currently an active employee of Prudential Financial, Inc. or its affiliates, the company's annual report and proxy statement are enclosed.

**How many votes do I get?**

You get one vote for each share of PFI Common Stock attributable to your account in the Fund. Your account balance consists of units in the Fund rather than shares of PFI Common Stock. About 98% of the Fund is PFI Common Stock. For liquidity purposes, the rest of the Fund is in a money market fund. The number of shares of PFI Common Stock that you may vote is determined by multiplying your dollar balance in the Fund on March 10, 2009, by 98%, then dividing the result by the PFI Common Stock's closing share price for that day.

**What happens when eligible voters don't provide voting instructions in time?**

Shares attributable to their accounts will be considered undirected shares for voting purposes. The voting instructions you and others provide by 11:59 p.m., EDT, on May 6, 2009, will be applied proportionately to the undirected shares in PESP unless you opt out of this process.

**How do I opt out of the voting process for undirected shares?**

You can opt out by checking the appropriate box on the Voting Instruction Form and returning it by postal mail for receipt by May 6, 2009. It is not possible to opt out via the Internet or by telephone.

**Why can I vote shares attributable to others' accounts?**

PESP provides that plan participants who do not opt out are named fiduciaries for purposes of voting the undirected shares of the PFI Common Stock held under PESP. Under the Employee Retirement Income Security Act of 1974 (ERISA), plan fiduciaries are required to act prudently in

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making proxy-voting decisions by investigating the relevant facts and making a decision solely in the interests of the participants and beneficiaries. You will not be considered a fiduciary for the undirected shares if you opt out of having your vote applied to them. If more than 60% of the eligible voters opt out, we will hire an independent fiduciary to direct the Fund's Trustee on how to vote the undirected shares.

### **How do I know that my voting instructions are confidential?**

PESP's policy is to ensure confidentiality of participants' Fund investment decisions (except as otherwise required by applicable law). Prudential Trust Company retained Computershare Trust Company, N.A. (Computershare) to receive and tally voting instructions from eligible voters in the Fund. Computershare will provide the Fund Trustee only aggregate information on voting instructions received. No information that would identify individual voters will be provided to the Trustee, the plan administrator or your employer.















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Prudential Financial, Inc.

Annual Meeting of Shareholders

May 12, 2009 at 2:00 p.m. ET

Prudential's Corporate Headquarters,

751 Broad Street

Newark, New Jersey

Proxy Login Details:

Control Number: <012345>

Holder Account Number: <C1234567891>

Proxy Access Number: <12345>

Your Prudential Financial, Inc. proxy statement and annual report are now available online. You may also vote your shares for the 2009 Annual Shareholder Meeting using the directions provided below.

Proxy Statement

<http://www3.prudential.com/annualreport/report2009/proxy>

Annual Report

<http://www3.prudential.com/annualreport/report2009/annual>

To cast your vote, please logon to the Internet and go to [www.investorvote.com/prudential](http://www.investorvote.com/prudential) and follow the on-screen instructions. You will be prompted to enter the proxy login details provided above. Votes submitted through this site must be received by 11:59 p.m. EDT, on May 6, 2009.

Thank you for viewing the 2009 Prudential Financial, Inc. Annual Meeting Materials and for submitting your very important vote.

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Annual Report

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To cast your vote, please logon to the Internet and go to [www.investorvote.com](http://www.investorvote.com) and follow the on-screen instructions. You will be prompted to enter the proxy login details provided above. Votes submitted through this site must be received by 11:59 p.m. EDT, on May 11, 2009.

Thank you for viewing the 2009 Prudential Financial, Inc. Annual Meeting Materials and for submitting your very important vote.

From: Kathleen Gibson  
Vice President, Secretary and Corporate Governance Officer  
Law Department

To: Prudential Financial, Inc. Proxy Materials

Date: March 23, 2009

Prudential Financial, Inc. has begun distributing proxy materials to shareholders for the upcoming 2009 Annual Meeting of Shareholders. As an employee, you may own shares in multiple ways, *e.g.* shares registered at Computershare as a result of the demutualization, shares you purchased through a broker, participation in the Prudential Employees Savings Plan ( PESP ), or participation in the Prudential Stock Purchase Plan ( PSPP ). This may result in multiple mailings being sent to you.

Utilizing the SEC rule regarding Notice and Access , we have instructed our Transfer Agent, Computershare, to mail paper copies of the proxy materials to all registered shareholders who voted in 2008, either by phone or by returning a proxy card, and a Notice of Internet Availability to all registered shareholders who did not vote or who voted via the Internet. If you receive a Notice of Internet Availability, please follow the instructions to view the proxy materials on-line or obtain a paper copy of the Annual Report and Proxy Statement.

Additionally, shareholders who hold shares through a bank, broker or other nominee (*e.g.*, domestic employees participating in PSPP with an account at E\*Trade) will receive paper copies of the Annual Report and Proxy Statement.

However, if you previously elected to receive proxy materials electronically, you will continue to receive an e-mail notification advising you the materials are ready for viewing.

We encourage all shareholders to vote. Detailed voting instructions are included in the information you will receive.

You can also view the [2008 Annual Report](#), the [2009 Proxy Statement](#) and other proxy materials on-line at [www.investor.prudential.com](http://www.investor.prudential.com). If you would like to order copies of the 2008 Annual Report for business purposes, please send an e-mail to [Shareholder Services](#). Thank you.