

PRUDENTIAL FINANCIAL INC
 Form 424B2
 December 01, 2014

This pricing supplement, which is not complete, relates to an automatically effective Registration Statement under the Securities Act of 1933, as amended. We may not sell the notes until we deliver a final pricing supplement. This pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these notes in any jurisdiction where such an offer would not be permitted.

Subject to completion, dated December 01, 2014

Prudential Financial, Inc. InterNotes®, due One Year or More from Date of Issue

Filed Under Rule 424(b)(2), Registration Statement(s) No. 333-180020, 333-180020-01, 333-180020-02

Pricing Supplement No. 5 - Dated Monday, December 1, 2014. To Prospectus Dated March 9, 2012 and Prospectus Supplement Dated March 9, 2012

Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.

Rate	Principal	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option*
	100%		2.800%	[]	Fixed	3.750%	SEMI-ANNUAL	12/15/2032	06/15/2015	\$19.17	Yes

option right, we will pay you interest on the notes on a Semi-Annual basis on Jun 15th and Dec 15th. The first such payment will be on Jun 15, 2015. The interest rate per annum and stated maturity date are set out above.

The notes may be sold to selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the initial principal amount.

Call feature: Callable at 100.000% on 12/15/2018 and every coupon date thereafter.

Prudential Financial, Inc. InterNotes (CUSIP 74432AZA1) will be subject to redemption at the option of Prudential Financial, Inc., in whole or in part, on 12/15/2018 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of this tranche of notes plus accrued and unpaid interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder and the trustee, as determined by Prudential Financial, Inc.

Selling and Lead Agents: BofA Merrill Lynch, Incapital LLC Agents: Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, Inc., Morgan Stanley, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, UBS Investment Bank, Wells Fargo Advisors, LLC

Offering Dates: Monday, December 1,
2014 through Monday, December 8,
2014

Prudential Financial, Inc.
Prudential Financial Retail Medium Term

Prudential Financial, Inc. Trade Date: Monday, December 8, 2014
@ 12:00 PM ET

Notes, including Prudential Financial
Internotes®

Settlement Date: Thursday, December
11, 2014

Prospectus Dated March 9, 2012 and

Minimum Denomination/Increments:
\$1,000.00/\$1,000.00

Prospectus Supplement Dated March 9, 2012

Initial trades settle flat and clear SDFS:
DTC Book Entry only

DTC number: 0235 via RBC Dain
Rauscher Inc.

If the maturity date or an interest
payment date for any note is not a
Business Day (as term is defined in
Prospectus), principal, premium, if any,
and interest for that note is paid on the
next Business Day, and no interest will
accrue from, and after, the maturity date
or interest payment date.

* The survivor's option feature of your
note is subject to important limitations,
restrictions and procedural requirements
further described on pages S-49 of your
prospectus supplement.

The Bank of New York will act as
trustee for the Notes. Citibank, N.A.,
will act as paying agent, registrar and
transfer agent for the Notes and will
administer any survivor's options with
respect thereto.

**InterNotes® is a registered trademark
of Incapital Holdings, LLC. All rights
reserved.**