Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTI Form 4 January 03,	AL FINANCIAL	INC									
							-	PPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-028		
Check this box if no longer subject to Section 16.				IANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005 average	
Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur Filed pur Section 17(a) of the Pu	ublic U	6(a) of th	e Securi ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectio 940	burden hot response on	•	
(Print or Type	Responses)										
HINER GLEN H Syml PRU			Symbol PRUDI	RUDENTIAL FINANCIAL INC				 Relationship of Reporting Person(s) to Issuer (Check all applicable) 			
	(First) (1 ENTIAL FINAN BROAD STREET	Middle) (CIAL, (f Earliest Tr Day/Year)	ransaction			X Director Officer (give below)		% Owner her (specify	
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEWARK,	NJ 071023777							Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secui	rities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Reminder: Do	port on a separate line	for each alac	of sec	Code V			Price	· · ·			
Remnuel. Re	port on a separate fille	Tor cach clas	so or see	unities benef	icially OW	neu ul	recuy (n munecuy.			

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactie Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares	<u>(1)</u>	01/01/2005		А	352		(2)	(2)	Common Stock	352	\$ 54.9
Notional Shares	<u>(1)</u>	01/01/2005		А	352		(3)	(3)	Common Stock	352	\$ 54.9

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Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
HINER GLEN H C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777	Х						
Signatures							
By: /s/ Kathleen M. Gibson, Attorney-in-fact	(01/03/2005					
**Signature of Reporting Person		Date					
Explanation of Paanana							

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) Notional Shares convert to common stock on a 1 to 1 basis.
- (2) Notional shares are deemed immediately exercisable and are payable in cash and/or common stock on a date following termination of service on the Board of Directors.
- (3) Notional shares are payable in common stock on a date following termination of service on the Board of Directors.

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.