#### PRUDENTIAL FINANCIAL INC

Form 4

December 20, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CASELLAS GILBERT F

2. Issuer Name and Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [(PRU)]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

12/19/2005

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

X\_ Director 10% Owner

Officer (give title Other (specify

C/O PRUDENTIAL FINANCIAL. INC., 751 BROAD STREET, 4TH **FLOOR** 

(Street)

4. If Amendment, Date Original Filed(Month/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

(City) (State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

(A)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 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)

(9-02)

### Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

1. Title of 2.		3. Transaction Date	3A. Deemed	4.		5. Number		6. Date Exercisable and		7. Title and Amount of		8. Price of
		(Month/Day/Year)	Execution Date, if					Expiration Date		, ,		Derivativ
ty o	or Exercise		any	Code		Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Security
1			(Month/Day/Year)	(Instr. 8	_							(Instr. 5)
D	Derivative				Acquired (A) or							
S	Security											
						` ′						
						and 5)						
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
						( )	( )		Date		or	
nal	(1)	12/10/2005		۸		125		(2)	(2)	Common	125	\$ 74.7
es	(1)	12/19/2003		А		123		<u>(-)</u>	(-)	Stock	123	φ /4./
֓֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜	tive C ty o 3) F	ntive Conversion or Exercise 3) Price of Derivative Security	ntive Conversion (Month/Day/Year) ty or Exercise 3) Price of Derivative Security  onal (1) 12/19/2005	tive Conversion (Month/Day/Year) Execution Date, if any Trice of Derivative Security  (Month/Day/Year)  12/19/2005	tive Conversion (Month/Day/Year) Execution Date, if Transactive or Exercise any Code 3) Price of (Month/Day/Year) (Instr. 8) Derivative Security  Code  Code  Code  Code  Code	tive Conversion (Month/Day/Year) Execution Date, if Transaction any Code 3) Price of (Month/Day/Year) (Instr. 8)  Derivative Security  Code V	tive Conversion (Month/Day/Year) Execution Date, if Transaction of Code Derivative Security (Month/Day/Year) (Instr. 8) Security (A) or Dispose of (D) (Instr. and 5)  Code V (A)	tive Conversion (Month/Day/Year) Execution Date, if any Code Derivative 3) Price of Derivative Security (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)	tive Conversion (Month/Day/Year) Execution Date, if Transaction Expiration D (Month/Day/Year) 2 Code Derivative Security (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D) Date Exercisable (A) Date	tive Conversion (Month/Day/Year) Execution Date, if any Code Derivative (Month/Day/Year)  Price of Derivative Security  Month/Day/Year)  Code Derivative (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D) Date Expiration Exercisable Date  Male (1) 12/19/2005  A 125 (2) (2)	titive Conversion (Month/Day/Year) Execution Date, if any Code Derivative (Month/Day/Year) (Instr. 3 and 4 and 5)  Price of Derivative Security (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D) Date Expiration Title Exercisable Date  Ponal (1) 12/19/2005 A 125 (2) (2) Common	tive Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3 and 4)  Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D) Date Expiration Title Amount Exercisable Date  Code V (A) (D) Date Conversion (Month/Day/Year) (Instr. 4) Amount Exercisable Date  A 125 (2) (2) Common 125

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CASELLAS GILBERT F C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777

X

### **Signatures**

By: /s/ Kathleen M. Gibson, Attorney-in-fact

12/20/2005

\*\*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) Notional Shares convert to common stock on a 1 to 1 basis.
- (2) 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.

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