

PRUDENTIAL FINANCIAL INC  
 Form 4  
 December 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 BANTA VIVIAN L

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/30/2006

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

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)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

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 (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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock	11/30/2006		M	21,810	A	\$ 32	42,697	D	
Common Stock	11/30/2006		S <sup>(1)</sup>	1,810	D	\$ 80.23	40,887	D	
Common Stock	11/30/2006		S	1,000	D	\$ 80.34	39,887	D	
Common Stock	11/30/2006		S	1,500	D	\$ 80.4	38,387	D	
	11/30/2006		S	1,000	D		37,387	D	

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Common Stock						\$ 80.42		
Common Stock	11/30/2006	S	500	D		\$ 80.44	36,887	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.46	35,887	D
Common Stock	11/30/2006	S	3,500	D		\$ 80.5	32,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.55	31,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.56	30,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.58	29,387	D
Common Stock	11/30/2006	S	3,000	D		\$ 80.6	26,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.62	25,387	D
Common Stock	11/30/2006	S	500	D		\$ 80.63	24,887	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.65	23,887	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.66	22,887	D
Common Stock	11/30/2006	S	1,500	D		\$ 80.7	21,387	D
Common Stock	11/30/2006	S	500	D		\$ 80.74	20,887 <sup>(2)</sup>	D
Common Stock							453 <sup>(3)</sup>	I By 401(k)

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

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SEC 1474  
(9-02)

**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32	11/30/2006	M			21,810	<u>(4)</u>	12/18/2012	Common Stock	21,810

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANTA VIVIAN L C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777				Vice Chairman

### Signatures

By: /s/ Kathleen M. Gibson,  
 Attorney-in-fact  
12/04/2006

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2006.
- (2) Following the transactions reported on this Form 4, the reporting person continues to hold 20,887 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,562 shares in the deferred compensation plan, 287,450 vested stock options, 172,249 unvested stock options and 92,816 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
- (3) 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).
- (4) The option vested in three equal annual installments on December 18, 2003, 2004 and 2005.

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