Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTIAL FINANCIA Form 4 April 02, 2007	L INC										
								OMB A	PPROVAL	_	
Check this box if no longer subject to Section 16. Form 4 or							ON	OMB Number:	3235-0	3235-0287	
								Expires: January 31, 2005 Estimated average burden hours per response 0.5			
abligations	(a) of the H	Public U		ding Cor	npany A	change Act of 193 Act of 1935 or Sec of 1940					
(Print or Type Responses)											
BETHUNE GORDON M Sy			er Name and ENTIAL I	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
()			3. Date of Earliest Transaction(Month/Day/Year)04/01/2007				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)	endment, Da onth/Day/Yea	-	1	Applicable Line _X_ Form filed	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						Form filed Person	by Mo	re than One R	eporting		
(City) (State)	(Zip)	Tab	ole I - Non-I	Derivative	Securitio	es Acquired, Dispose	d of,	or Beneficia	lly Owned		
1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) 4. Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. (For (D) (I)	Ownership rm: Direct) or Indirect str. 4)	7. Nature o Indirect	of	
Reminder: Report on a separate lii	ne for each cla	ass of sec									

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. Transacti Code (Instr. 8)	ansactionof Expiration Expiratio		. Date Exercisable and xpiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares	<u>(1)</u>	04/01/2007		А	235	(2)	(2)	Common Stock	235	\$ 90.2

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BETHUNE GORDON M C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777	Х						
Signatures							
By: /s/ Kathleen M. Gibson, Attorney-in-fact	(04/02/2007					
**Signature of Reporting Person		Date					
Evaluation of Deenen							

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.