PRUDENTIAL FINANCIAL INC

Form 4

December 07, 2007

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

OMB Number:

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Expires:

OMB APPROVAL

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per

response...

subject to Section 16. Form 4 or

if no longer

Check this box

Form 5 obligations may continue. See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BECKER FREDERIC K

2. Issuer Name and Ticker or Trading

Symbol

PRUDENTIAL FINANCIAL INC [(PRU)]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

12/05/2007

X_ Director Officer (give title

10% Owner 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)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

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

Beneficial Ownership (Instr. 4)

(9-02)

Indirect

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common Stock

12/05/2007

 $M^{(1)}$

2,762

\$ 97 10,270

D

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)

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1. Title of	2.	3. Transaction Date		4. 5. Number Transaction of Derivative		6. Date Exercisable and		7. Title and Amount of		8. Pric
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares	(2)	12/05/2007		M(1)	2,762	(3)	(3)	Common Stock	2,762	\$ 9
Notional Shares	<u>(2)</u>	12/05/2007		D <u>(1)</u>	3,184	<u>(4)</u>	<u>(4)</u>	Common Stock	3,184	\$ 9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BECKER FREDERIC K C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777



Signatures

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

12/07/2007

Date

**Signature of Reporting Person

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) Mandatory nondiscretionary transaction executed pursuant to the issuer's deferred compensation plan for non-employee directors.
- (2) Notional Shares convert to common stock on a 1 to 1 basis.
- (3) Notional shares are payable in common stock on a date following termination of service on the Board of Directors.
- (4) 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.

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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