

PRUDENTIAL FINANCIAL INC  
 Form 4  
 December 15, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

NEWARK, NJ 071023777

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PRUDENTIAL FINANCIAL INC  
 [(PRU)]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/13/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/13/2006		M		137,615 A \$ 29.9	D	
Common Stock	12/13/2006		S		1,562 D \$ 86.56	D	
Common Stock	12/13/2006		S		3,000 D \$ 86.57	D	
Common Stock	12/13/2006		S		3,000 D \$ 86.58	D	
	12/13/2006		S		2,500 D	D	148,440

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Common Stock					\$ 86.59		
Common Stock	12/13/2006	S	2,000	D	\$ 86.6	146,440	D
Common Stock	12/13/2006	S	2,500	D	\$ 86.54	143,940	D
Common Stock	12/13/2006	S	3,000	D	\$ 86.51	140,940	D
Common Stock	12/13/2006	S	1,500	D	\$ 86.52	139,440	D
Common Stock	12/13/2006	S	2,000	D	\$ 86.4	137,440	D
Common Stock	12/13/2006	S	1,000	D	\$ 86.38	136,440	D
Common Stock	12/13/2006	S	2,000	D	\$ 86.39	134,440	D
Common Stock	12/13/2006	S	3,000	D	\$ 86.3	131,440	D
Common Stock	12/13/2006	S	2,000	D	\$ 86.25	129,440	D
Common Stock	12/13/2006	S	1,500	D	\$ 86.22	127,940	D
Common Stock	12/13/2006	S	9,400	D	\$ 86.1	118,540	D
Common Stock	12/13/2006	S	5,000	D	\$ 86.13	113,540	D
Common Stock	12/13/2006	S	4,000	D	\$ 86.12	109,540 <sup>(1)</sup>	D
Common Stock						453 <sup>(2)</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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(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) or	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	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
		V	(A) (D)				
Employee Stock Option (right to buy)	M		137,615	(3)	02/11/2013	Common Stock	137,615

**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/ Sue J. Nam,  
Attorney-in-fact  
Date: 12/15/2006

\*\*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).
- Following the transactions reported on this Form 4, the reporting person continues to hold 109,540 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, 149,835 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).
- (1) 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).
  - (2) The option vested in three equal annual installments on February 11, 2004, 2005 and 2006.

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