

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/13/2006		S	8,500	D \$ 86.15	101,040	D
Common Stock	12/13/2006		S	4,000	D \$ 86.14	97,040	D
Common Stock	12/13/2006		S	7,000	D \$ 86.16	90,040	D
Common Stock	12/13/2006		S	5,000	D \$ 86.17	85,040	D
	12/13/2006		S	3,000	D	82,040	D

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Common Stock						\$ 86.18			
Common Stock	12/13/2006		S	3,000	D	\$ 86.2	79,040		D
Common Stock	12/13/2006		S	3,000	D	\$ 86.19	76,040		D
Common Stock	12/13/2006		S	1,000	D	\$ 86.23	75,040		D
Common Stock	12/13/2006		S	2,000	D	\$ 86.06	73,040		D
Common Stock	12/13/2006		S	2,000	D	\$ 86.07	71,040		D
Common Stock	12/13/2006		S	5,500	D	\$ 85.97	65,540		D
Common Stock	12/13/2006		S	1,500	D	\$ 85.98	64,040		D
Common Stock	12/13/2006		S	3,000	D	\$ 86	61,040		D
Common Stock	12/13/2006		S	1,500	D	\$ 86.03	59,540		D
Common Stock	12/13/2006		S	4,500	D	\$ 86.05	55,040		D
Common Stock	12/13/2006		S	1,500	D	\$ 85.99	53,540		D
Common Stock	12/13/2006		S	5,000	D	\$ 86.02	48,540 <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 Derivative Security	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## 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

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).

(1) Following the transactions reported on this Form 4, the reporting person continues to hold 48,540 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).

(2) 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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