

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

|                                          |                                      |
|------------------------------------------|--------------------------------------|
| New Jersey                               | 22-3703799                           |
| (State of incorporation or organization) | (I.R.S. Employer Identification No.) |

PRUDENTIAL FINANCIAL CAPITAL TRUST I

(Exact name of registrant as specified in its charter)

|                                          |                                         |
|------------------------------------------|-----------------------------------------|
| Delaware                                 | 22-6899432                              |
| (State of incorporation or organization) | (I.R.S. Employee Identification Number) |

|                                          |            |
|------------------------------------------|------------|
| 751 Broad Street, Newark, New Jersey     | 07102      |
| (Address of principal executive offices) | (Zip Code) |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box. ☐

Securities Act registration statement file number to which this form relates:  
333-70888 and 333-70888-01

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered | Name of each exchange on which<br>each class is to be registered |
|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|------------------------------------------------------------------|

|                       |                               |
|-----------------------|-------------------------------|
| Equity Security Units | New York Stock Exchange, Inc. |
|-----------------------|-------------------------------|

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the equity security units of Prudential Financial, Inc. and Prudential Financial Capital Trust I (the "Registrants") will be contained in a prospectus, constituting part of the Registrants' Registration Statement on Form S-1 (File Nos. 333-70888 and 333-70888-01) (the "Registration Statement") relating to the equity security units, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to Rule 424(b), the "Prospectus"). The description of the Securities contained in the Prospectus is hereby incorporated by reference into this Form 8-A. Copies of such description will be filed with the New York Stock Exchange, Inc.

Item 2. Exhibits.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

| Exhibit No.<br>----- | Description<br>-----                                                                                                                           |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)                  | Form of Amended and Restated Certificate of Incorporation of Prudential Financial, Inc.*                                                       |
| (2)                  | Form of By-laws of Prudential Financial, Inc.*                                                                                                 |
| (3)                  | Form of Indenture between Prudential Financial, Inc. and the Chase Manhattan Bank, as trustee, relating to the debt securities.*               |
| (4)                  | Form of First Supplemental Indenture between Prudential Financial, Inc. and the Chase Manhattan Bank, as trustee, relating to the Debentures.* |
| (5)                  | Certificate of Trust of Prudential Financial Capital Trust I.*                                                                                 |
| (6)                  | Declaration of Trust of Prudential Financial Capital Trust I.*                                                                                 |
| (7)                  | Form of Amended and Restated Declaration of Trust of Prudential Financial Capital Trust I.*                                                    |

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\*Filed as an exhibit to the Registrants' Registration Statement on Form S-1 (Registration Nos. 333-70888 and 333-70888-01) and incorporated herein by reference.

|      |                                                                                                                                                                                                       |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (8)  | Form of Capital Securities Guarantee Agreement for Prudential Financial Capital Trust I.*                                                                                                             |
| (9)  | Form of Capital Security Certificate of Prudential Financial Capital Trust I (included in Exhibit 7).*                                                                                                |
| (10) | Form of Purchase Contract Agreement.*                                                                                                                                                                 |
| (11) | Form of Common Securities Guarantee Agreement.*                                                                                                                                                       |
| (12) | Form of Pledge Agreement.*                                                                                                                                                                            |
| (13) | Form of Debenture (included in Exhibit 4).*                                                                                                                                                           |
| (14) | Form of Normal Unit (included in Exhibit 10).*                                                                                                                                                        |
| (15) | Form of Stripped Unit (included in Exhibit 10).*                                                                                                                                                      |
| (16) | Form of certificate for the Common Stock of Prudential Financial, Inc. (incorporated by reference to Exhibit 4.1 to Prudential Financial, Inc.'s Registration Statement on Form S-1 (No. 333-58524)). |
| (17) | Shareholder Rights Plan.*                                                                                                                                                                             |

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\*Filed as an exhibit to the Registrants' Registration Statement on Form S-1 (Registration Nos. 333-70888 and 333-70888-01) and incorporated herein by reference.

#### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PRUDENTIAL FINANCIAL, INC.

By: /s/ C. Edward Chaplin

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Name: C. Edward Chaplin  
Title: Senior Vice President & Treasurer

PRUDENTIAL FINANCIAL CAPITAL TRUST I

By: Prudential Financial, Inc., as Sponsor

By: /s/ C. Edward Chaplin  
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Name: C. Edward Chaplin  
Title: Senior Vice President & Treasurer

Date: November 2, 2001