

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PRUDENTIAL FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

New Jersey 22-3703799
(State or Other (I.R.S. Employer
Jurisdiction of Identification No.)
Incorporation or
Organization)

751 Broad Street
Newark, New Jersey 07102
(973) 802-6000
(Address, including Zip code, and telephone number, including area code, of
registrant's principal executive offices)

PRUDENTIAL FINANCIAL, INC. STOCK OPTION PLAN
(Full Title of the Plan)

John M. Liftin, Esq.
General Counsel
Prudential Financial, Inc.
751 Broad Street
Newark, New Jersey 07102
(973) 802-6000
(Name, address, including Zip code, and telephone number, including area code,
of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of Each Class of Securities to Be Registered(1)	Amount to Be Registered	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
<S>	<C>	<C>	<C>	<C>
Common Stock, par value \$0.01 per share.....	42,000,000	\$27.50	\$1,155,000,000	\$276,045

</TABLE>

- (1) Such indeterminate number of additional Shares as may be issuable pursuant to the recapitalization provisions of the Plan is hereby also registered.
- (2) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rules 457(h)(1) and 457(c) under the Securities Act of 1933, as amended, based upon the initial public offering price of the Common Stock of the Registrant on the New York Stock Exchange on December 13, 2001.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents previously filed with the Securities and Exchange Commission (the "Commission") by Prudential Financial, Inc. (the "Company") are incorporated herein by reference:

(a) The prospectus constituting part of the Company's Registration Statement on Form S-1 (File No. 333-58524) (the "S-1 Registration Statement") filed with the Commission on December 13, 2001 pursuant to Rule 424(b)(1) under the Securities Act.

(b) A description of the Common Stock, par value \$.01 per share (the "Common Stock") of the Company is contained in the prospectus constituting part of the S-1 Registration statement filed on December 13, 2001 pursuant to Rule 424(b)(1) under the Securities Act.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents.

Item 4. Description of Securities.

The Common Stock was registered under Section 12(b) of the Exchange Act effective as of December 13, 2001.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The New Jersey Business Corporation Act provides that a New Jersey corporation is required to indemnify a director or officer against his or her expenses to the extent that such director or officer has been successful on the merits or otherwise in any proceeding against such director or officer by reason of his or her being or having been such director or officer. A New Jersey corporation also has the power to indemnify a director or officer against his or her expenses and liabilities in connection with any proceeding involving the director or officer by reason of his or her being or having been such a director or officer if such a director or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation (or in the case of a proceeding by or in the right of the corporation, upon an appropriate determination by a court); and with respect to any criminal proceeding, such director or officer had no reasonable cause to believe his or her conduct was unlawful. No indemnification shall be made to or on behalf of a director or officer if a judgment or final adjudication adverse to the director or officer establishes that his or her omissions (a) were in breach of his or her duty of loyalty to the corporation or its shareholders, (b) were not in good faith or involved a knowing violation of law or (c) resulted in receipt by the director or officer of an improper personal benefit.

Prudential Financial, Inc.'s certificate of incorporation provides that no director shall be personally liable to Prudential Financial, Inc. or any of its shareholders for damages for breach of duty as a director, except for liability based upon an act or omission (i) in breach of the director's duty of loyalty to Prudential Financial, Inc. or its stockholders, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such director of an improper personal benefit.

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The by-laws of Prudential Financial, Inc. provide that Prudential Financial, Inc. shall indemnify the following persons:

(a) any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (including any appeal thereon) (other than an action by or in the right of Prudential Financial, Inc.) by reason of the fact that such person is or was a director, officer, or employee of Prudential Financial, Inc., or is or was serving at the request of Prudential Financial, Inc. as a director or officer, employee or agent of

another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including reasonable costs, disbursements and attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of Prudential Financial, Inc., and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful; or

(b) any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit (whether civil, criminal, administrative, arbitral or investigative) by or in the right of Prudential Financial, Inc. to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, or employee of Prudential Financial, Inc., or is or was serving at the request of Prudential Financial, Inc. as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including reasonable costs, disbursements and attorneys' fees) judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of Prudential Financial, Inc; provided, however, that no indemnification shall be made in respect of any claim, issue or matter if a judgment or final adjudication adverse to such person establishes that his or her acts or omissions (i) were in breach of his or her duty of loyalty to Prudential Financial, Inc. or its shareholders, (ii) were not in good faith or involved a knowing violation of law or (iii) resulted in receipt by such person of an improper personal benefit.

For directors and officers at the level of Senior Vice President or above, the determination of entitlement to indemnification must be made (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the shareholders.

Policies of insurance are maintained by the Registrant with unrelated insurers under which its directors and officers are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been such directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

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(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if

the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act and each filing of the Prudential Financial, Inc. Stock Option Plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on this 13/th/ day of December, 2001.

Prudential Financial, Inc.

/S/ MARK B. GRIER

By: _____
Name: Mark B. Grier
Title: Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 13/th/ day of December, 2001.

<TABLE>

<CAPTION>

Name	Title
----	----
<C>	<S>
ARTHUR F. RYAN*	Chairman, Chief Executive Officer, President and Director
-----	-----
Arthur F. Ryan	
RICHARD J. CARBONE*	Chief Financial Officer (Principal Financial Officer)
-----	-----
Richard J. Carbone	
ANTHONY S. PISZEL*	Controller (Principal Accounting Officer)
-----	-----
Anthony S. Piszal	

FRANKLIN E. AGNEW*	Director

Franklin E. Agnew	
FREDERIC K. BECKER*	Director

Frederic K. Becker	
GILBERT F. CASELLAS*	Director

Gilbert F. Casellas	
JAMES G. CULLEN*	Director

James G. Cullen	
CAROLYNE K. DAVIS*	Director

Carolyn K. Davis	
ALLAN D. GILMOUR*	Director

Allan D. Gilmour	
WILLIAM H. GRAY, III*	Director

William H. Gray, III	
JON F. HANSON*	Director

Jon F. Hanson	
GLEN H. HINER*	Director

Glen H. Hiner	

</TABLE>

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<TABLE>
<CAPTION>

Name	Title
----	-----
<C>	<S>
CONSTANCE J. HORNER*	Director

Constance J. Horner	
GAYNOR N. KELLEY*	Director

Gaynor N. Kelley	
BURTON G. MALKIEL*	Director

Burton G. Malkiel	
-----	Director
Ida F. S. Schmertz	
CHARLES R. SITTER*	Director

Charles R. Sitter	
DONALD L. STAHELI*	Director

Donald L. Staheli	
RICHARD M. THOMSON*	Director

Richard M. Thomson	
JAMES A. UNRUH*	Director

James A. Unruh	
PINDAROS R. VAGELOS*	Director

Pindaros R. Vagos	
STANLEY C. VAN NESS*	Director

Stanley C. Van Ness	

PAUL A. VOLCKER* Director

Paul A. Volcker

</TABLE>

/S/ MARK B. GRIER

By:

*Mark B. Grier, Attorney-in-fact

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INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

Exhibits

<TABLE>

<C> <S>

4.1 Form of Amended and Restated Certificate of Incorporation of Prudential Financial, Inc. (incorporated by reference to Exhibit 3.1 to Prudential Financial, Inc.'s Registration Statement on Form S-1 (No. 333-58524)).*

4.2 Form of By-laws of Prudential Financial, Inc. (incorporated by reference to Exhibit 3.2 to Prudential Financial, Inc.'s Registration Statement on Form S-1 (No. 333-58524)).*

5.1 Opinion of Debevoise & Plimpton.

23.1 Consents of PricewaterhouseCoopers LLP.

23.2 Consent of Debevoise & Plimpton (included in Exhibit 5.1).

24.1 Powers of Attorney

99 The Prudential Financial Inc. Stock Option Plan (incorporated by reference to Exhibit 10.12 to Prudential Financial, Inc.'s Registration Statement on Form S-1 (No. 333-58524)).*

</TABLE>

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* Previously filed.

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December 13, 2001

Prudential Financial, Inc.
751 Broad Street
Newark, New Jersey 07102

Dear Sirs and Mesdames:

We have acted as special counsel to Prudential Financial, Inc., a New Jersey corporation (the "Company"), in connection with the adoption and implementation of the Prudential Financial, Inc. Stock Option Plan (the "Plan"), including the filing by the Company of a Registration Statement on Form S-8 (the "Registration Statement") relating to the shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), to be issued pursuant to the exercise of options granted under such Plan.

We have examined the originals, or copies certified or otherwise identified to our satisfaction, of the Plan and such other corporate records, documents, certificates or other instruments as in our judgment are necessary or appropriate to enable us to render the opinion set forth below. With respect to issues of New Jersey law regarding the corporate authority of Prudential Financial, Inc., we have relied upon the opinion of McCarter & English, of even date herewith, delivered to the underwriters with respect to the offering of Common Stock to the public pursuant to a separate registration statement under Form S-1.

Based on the foregoing, we are of the opinion that when shares of Common Stock are issued upon the exercise of options in accordance with terms and conditions imposed under the Plan, such shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Company's Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Debevoise & Plimpton

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 13, 2001, except for Note 18, as to which the date is April 2, 2001, relating to the financial statements and financial statement schedules of the Prudential Insurance Company of America, which appear in Prudential Financial, Inc.'s Registration Statement on Form S-1 (No. 333-58524). We also consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 12, 2001 relating to the statement of financial position of Prudential Financial, Inc., which appears in the Registration Statement on Form S-1.

PricewaterhouseCoopers LLP
New York, New York
December 13, 2001

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 10, 2001 relating to the statement of financial position of Gibraltar Life Insurance Company, Ltd., which appear in Prudential Financial, Inc.'s Registration Statement on Form S-1 (No. 333-58524).

PricewaterhouseCoopers LLP
Tokyo, Japan
December 13, 2001

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December 2001.

/S/ ARTHUR F. RYAN

Arthur F. Ryan
Chairman, Chief Executive Officer,
President and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December 2001.

/S/ RICHARD J. CARBONE

Richard J. Carbone
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his

name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December 2001.

/S/ ANTHONY S. PISZEL

Anthony S. Piszal
Controller

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ FRANKLIN E. AGNEW

Franklin E. Agnew
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock

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IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ FREDERIC K. BECKER

Frederic K. Becker
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ GILBERT F. CASELLAS

Gilbert F. Casellas
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could

do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ JAMES G. CULLEN

James G. Cullen
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ CAROLYNE K. DAVIS

Carolyn K. Davis
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ ALLAN D. GILMOUR

Allan D. Gilmour
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ WILLIAM H. GRAY, III

William H. Gray, III
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ JON F. HANSON

Jon F. Hanson
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward

Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ GLEN H. HINER

Glen H. Hiner
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ CONSTANCE J. HORNER

Constance J. Horner
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ GAYNOR N. KELLEY

Gaynor N. Kelley
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ BURTON G. MALKIEL

Burton G. Malkiel
Director

POWER OF ATTORNEY

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Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ CHARLES R. SITTER

Charles R. Sitter
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of December 2001.

/S/ DONALD L. STAHELI

Donald L. Staheli
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of December 2001.

/S/ RICHARD M. THOMSON

Richard M. Thomson
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ JAMES A. UNRUH

James A. Unruh
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ PINDAROS R. VAGELOS

Pindaros R. Vagelos
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ STANLEY C. VAN NESS

Stanley C. Van Ness
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone, C. Edward Chaplin and John M. Liftin, and each of them, severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of the Registrant to be issued in connection with the following employee plans: The Prudential Employee Savings Plan; The Prudential Securities Incorporated 401(k) Plan; The Prudential Insurance Company Deferred Compensation Plan and The Prudential Financial, Inc. Stock Option Plan; including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for each of the plans and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Securities and Exchange Commission, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November 2001.

/S/ PAUL A. VOLCKER

Paul A. Volcker
Director