

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 15, 2002

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

New Jersey	001-16707	22-3703799
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

751 Broad Street
Newark, New Jersey 07102
(Address of principal executive offices and zip code)

(973) 802-6000
(Registrant's telephone number, including area code)

Item 9. Regulation FD Disclosure.

Prudential Financial, Inc. ("the Company") is furnishing herewith the Statements Under Oath of its Principal Executive Officer and its Principal Financial Officer regarding facts and circumstances relating to Exchange Act Filings as Exhibits 99.1 and 99.2 hereto, respectively. Arthur F. Ryan, Principal Executive Officer of Prudential Financial, Inc., and Richard J. Carbone, Principal Financial Officer, signed these statements, which were filed with the Securities and Exchange Commission ("SEC") on August 14, 2002, pursuant to the SEC's Order No. 4-460 (June 27, 2002).

In addition on August 14, 2002, the Company filed with the SEC its Quarterly Report on Form 10-Q for the period ended June 30, 2002, accompanied by the certifications of Arthur F. Ryan and Richard J. Carbone, its Chief Executive Officer and its Chief Financial Officer, respectively, required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company is furnishing copies of these certifications as Exhibits 99.3 and 99.4 hereto.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2002

Prudential Financial, Inc.

By: /s/ Anthony S. Pizsel

Name: Anthony S. Pizsel
Title: Controller (Principal Accounting
Officer)

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Exhibit Index

Exhibit No.	Description
99.1	Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
99.2	Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

- 99.3 Certification of Chief Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.4 Certification of Chief Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Arthur F. Ryan, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Prudential Financial, Inc., and, except as corrected or supplemented in a subsequent covered report:
 - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o the Annual Report on Form 10-K for the year ended December 31, 2001 of Prudential Financial, Inc.;
 - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Prudential Financial, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o any amendments to any of the foregoing.

/s/ Arthur F. Ryan

Arthur F. Ryan
August 14, 2002

Subscribed and sworn to
before me this 13th day of
August, 2002.

/s/ Dishom Burgess

Notary Public

My Commission Expires:
August 30, 2003

DISHOM BURGESS
Notary Public of New Jersey
My Comm. Expires Aug. 30, 2003

Statement Under Oath of Principal Executive Officer and Principal Financial
Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Richard J. Carbone, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Prudential Financial, Inc., and, except as corrected or supplemented in a subsequent covered report:
 - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o the Annual Report on Form 10-K for the year ended December 31, 2001 of Prudential Financial, Inc.;
 - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Prudential Financial, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o any amendments to any of the foregoing.

/s/ Richard J. Carbone

Richard J. Carbone
August 14, 2002

Subscribed and sworn to
before me this 13th day of
August, 2002.

/s/ Dishom Burgess

Notary Public

My Commission Expires:
August 30, 2003

DISHOM BURGESS
Notary Public of New Jersey
My Comm. Expires Aug. 30, 2003

Certification

Pursuant to 18 U.S.C. ss. 1350, I, Arthur F. Ryan, Chief Executive Officer of Prudential Financial, Inc. (the "Company"), hereby certify that the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 14, 2002

/s/ Arthur F. Ryan

Name: Arthur F. Ryan
Title: Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. ss. 1350 and is not being filed as part of the Report or as a separate disclosure document.

Certification

Pursuant to 18 U.S.C. ss. 1350, I, Richard J. Carbone, Chief Financial Officer of Prudential Financial, Inc. (the "Company"), hereby certify that the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 14, 2002

/s/ Richard J. Carbone

Name: Richard J. Carbone
Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. ss. 1350 and is not being filed as part of the Report or as a separate disclosure document.