

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post Effective Amendment No. 1 to
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
(State or other jurisdiction of
incorporation or organization)

22-2703799
(I.R.S. Employer Identification No.)

Prudential Plaza
751 Broad Street
Newark, New Jersey 07102
(Address of Principal Executive Offices)

THE 2002 PRUDENTIAL FINANCIAL STOCK PURCHASE
PROGRAM FOR ELIGIBLE EMPLOYEES OF PRUDENTIAL
SECURITIES INCORPORATED PARTICIPATING IN VARIOUS
PRUDENTIAL SECURITIES INCORPORATED PROGRAMS
(Full title of the Plan)

John M. Liftin
Senior Vice President and General Counsel
Prudential Financial, Inc.
Prudential Plaza
751 Broad Street
Newark, New Jersey 07102
(973) 802-7001
(Name, address and telephone number of agent for service)

DEREGISTRATION OF SECURITIES

On May 8, 2002, Prudential Financial, Inc. ("Prudential") filed a registration statement on Form S-8 No. 333-87778 (the "2002 S-8") registering 12,775,000 shares of Prudential's common stock, par value \$.01 per share ("Common Stock"), for issuance by Prudential under The 2002 Prudential Financial Stock Purchase Program for Eligible Employees of Prudential Securities Incorporated Participating in Various Prudential Securities Incorporated Programs (the "2002 Program"). As of the date hereof, fewer than 2,000,000 shares of Common Stock have been issued under the 2002 S-8 in respect of the 2002 Program. Prudential hereby amends the 2002 S-8 to deregister 10,775,000 shares of Common Stock that remain unissued pursuant to the 2002 S-8.

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 Post-Effective Amendment No. 1 to Registration Statement No. 333-87778 a to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey on the 28th day of March, 2003.

PRUDENTIAL FINANCIAL, INC.

By: _____ /s/ MARK B. GRIER

Mark B. Grier
Vice Chairman

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-87778 has been signed by the following persons in the capacities indicated on this 28th day of March, 2003.

<u>Name</u>	<u>Title</u>

*	Chairman, Chief Executive Officer, President and Director

Arthur F. Ryan	

*	Chief Financial Officer (Principal Financial Officer)

Richard J. Carbone	

*	Controller

Anthony S. Pizel	

*	Director

Franklin E. Agnew	

*	Director

Frederic K. Becker	

*	Director

Gilbert F. Casellas	

*	Director

James G. Cullen	

*	Director

Allan D. Gilmour	

*	Director

William H. Gray, III	

*	Director

Jon F. Hanson	

<u>Name</u>	<u>Title</u>
*	Director
Glen H. Hiner	
*	Director
Constance J. Horner	
*	Director
Burton G. Malkiel	
*	Director
Ida F. S. Schmertz	
*	Director
Richard M. Thomson	
*	Director
James A. Unruh	
*	Director
Stanley C. Van Ness	

*By:

/s/ MARK B. GRIER

Mark B. Grier
Attorney-in-Fact