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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): **April 17, 2003**

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 5. Other Events.

On April 17, 2003, Prudential Financial, Inc., a New Jersey Corporation, filed its Definitive Proxy Statement ("the "Proxy Statement") for Annual Meeting of Shareholders to be held June 3, 2003. The stock option awards listed in the Summary Compensation Table on page 27 under *Long-Term Compensation—Awards Stock Options* for the Named Executives were listed as having been awarded in 2001 when in fact they were awarded in December of 2002. The award date is correctly noted in the Compensation Committee Report on Executive Compensation on page 25 and reflected in the Option Grant Table section on page 31 of the Proxy Statement. The corrected Summary Compensation Table is filed herewith as Exhibit 99(a). No stock options were awarded to the Named Executives in 2001.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99(a) Summary Compensation Table.

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: April 21, 2003

PRUDENTIAL FINANCIAL, INC.

By: /s/ Kathleen M. Gibson

Name: Kathleen M. Gibson
Title: Vice President and Secretary

Exhibit Index

Exhibit No.	Description
99(a)	Summary Compensation Table.

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Exhibit 99(a)

Summary Compensation Table

The following Summary Compensation table includes individual compensation information on Mr. Ryan and the four other most highly paid executive officers in 2002 (collectively, the "Named Executives").

		Annual Compensation			Long-Term Compensation		
					Awards	Payouts	
Name and Principal Position	***Year***	***Salary($)***	***Bonus($)***	***Other Annual Compensation($)***	***Stock Options***	***LTIP Payouts($)***	***All Other Compensation($)***[1]
Arthur F. Ryan	2002	$ 1,000,000	$ 3,500,000		423,119	$ 3,631,332	$ 37,231
Chairman and	2001	$ 1,000,000	$ 3,500,000	—		$ 3,621,074	$ 37,931
Chief Executive Officer	2000	$ 1,000,000	$ 4,000,000			$ 3,395,000	$ 28,477
John R. Strangfeld, Jr.	2002	$ 600,000	$ 2,300,000		136,315	$ 1,749,468	$ 21,231
Vice Chairman,	2001	$ 600,000	$ 2,500,000	—		$ 1,712,050	$ 21,931
Investments Division	2000	$ 484,038	$ 2,000,000			$ 1,493,800	$ 14,521
Vivian L. Banta	2002	$ 500,000	$ 1,800,000		109,052	$ 1,274,400	$ 19,923
Vice Chairman,	2001	$ 500,000	$ 1,500,000	—		$ 1,267,270	$ 20,000
Insurance Division	2000	$ 459,026	$ 1,600,000			$ 1,455,776	$ 1,011,821
Mark B. Grier	2002	$ 500,000	$ 1,600,000		81,789	$ 1,663,800	$ 20,000
Vice Chairman,	2001	$ 500,000	$ 1,500,000	—		$ 1,393,644	$ 20,000
Financial Management	2000	$ 489,038	$ 1,500,000			$ 1,629,600	$ 5,100
Rodger A. Lawson	2002	$ 450,000	$ 1,600,000		81,789	$ 1,525,032	$ 18,000
Vice Chairman,	2001	$ 450,000	$ 1,200,000	—		$ 1,520,724	$ 18,000
International Division	2000	$ 450,000	$ 1,200,000			$ 1,629,600	$ 3,635

(1) Includes 2002 payments to Mr. Ryan, Mr. Strangfeld, Ms. Banta, Mr. Grier and Mr. Lawson of (i) employer contributions under the PESP in the amounts of $5,231, $5,231, $7,923, $8,000 and $8,000, respectively, and (ii) employer contributions credited under the SESP in the amounts of $32,000, $16,000, $12,000, $12,000 and $10,000, respectively. For 2001, includes payments to Mr. Ryan, Mr. Strangfeld, Ms. Banta, Mr. Grier and Mr. Lawson of (i) employer contributions under the PESP in the amounts of $4,731, $4,731, $6,800, $6,800 and $6,800, respectively, and (ii) employer contributions credited under the SESP in the amounts of $33,200, $17,200, $13,200, $13,200 and $11,200, respectively. For 2000, includes payments to Mr. Ryan, Mr. Strangfeld, Ms. Banta, Mr. Grier and Mr. Lawson of (i) employer contributions under the PESP in the amounts of $3,577, $5,100, $3,150, $5,100 and $3,635, respectively, and (ii) employer contributions credited under the SESP in the amounts of $24,900, $9,421, $8,671, $0 and $0, respectively. The amount for Ms. Banta also includes a $1,000,000 payment made pursuant to her agreement to join Prudential Financial.