SEC Form 4

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL
[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Washington, D.C. 20549 **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

1. Name and Address of Reporting Person* **Becker, Frederic K.** (Last) (First) (Middle) **c/o Prudential Financial, Inc., Corporate Compliance** **751 Broad Street, 4th floor** (Street) **Newark, NJ 07102-3777** (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol **Prudential Financial, Inc. (PRU)** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) **January 3, 2003** 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director ___ 10% Owner ___ Officer ___ Other Officer/Other Description ___ 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing __ Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8) Code | V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount | A/D | Price	5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
SEC 1474 (3-99)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary (V) Code (Instr.8) Code | V	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (DE) | (ED)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Notional Shares	**1-for-1**	**01/03/2003**	**A |**	**(A) 6,988**	**(1) | (1)**	**Common Stock - 6,988**	**$32.20**	**6,988**	**D**	
Notional Shares	**1-for-1**	**01/03/2003**	**I |**	**(A) 8,241**	**Immed. | (2)**	**Common Stock - 8,241**	**$32.20**	**8,241**	**D**	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

By: /s/ Kathleen M. Gibson
** Signature of Reporting Person

01-06-2003
Date

Power of Attorney

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Form 4 (continued)

FOOTNOTE Descriptions for Prudential Financial, Inc. (PRU)

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Frederic K. Becker
c/o Prudential Financial, Inc., Corporate Compliance
751 Broad Street, 4th floor
Newark, NJ 07102-3777

Explanation of responses:

(1) Notional shares are payable in common stock at a date following termination of services from the Board of Directors.
(2) Notional shares are payable in cash and/or common stock at a date following termination of services from the Board of Directors.