SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
PISZEL ANTHONY S	PRUDENTIAL FINANCIAL INC [(PRU)]	(Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director; 10% Owner
C/O PRUDENTIAL FINANCIAL, INC.	08/30/2004	X Officer (give title below); Other (specify below)
751 BROAD STREET, 4TH FLOOR		SVP & Controller
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEWARK NJ 071023777		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/30/2004		M		6,361	A	$32	14,820	D	
Common Stock	08/30/2004		M		6,116	A	$29.9	20,936	D	
Common Stock	08/30/2004		S		2,600	D	$45.9	18,336	D	
Common Stock	08/30/2004		S		2,100	D	$45.92	16,236	D	
Common Stock	08/30/2004		S		1,000	D	$45.93	15,236	D	
Common Stock	08/30/2004		S		900	D	$45.94	14,336	D	
Common Stock	08/30/2004		S		100	D	$45.97	14,236	D	
Common Stock	08/30/2004		S		4,000	D	$46.05	10,236	D	
Common Stock	08/30/2004		S		500	D	$46.06	9,736	D	
Common Stock	08/30/2004		S		1,277	D	$46.07	8,459	D	
Common Stock								407(1)	I	By 401(k)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	$32	08/30/2004		M			6,361	(2)	12/18/2012	Common Stock	6,361	$32	12,723	D	
Employee Stock Option (right to buy)	$29.9	08/30/2004		M			6,116	(3)	02/11/2013	Common Stock	6,116	$29.9	12,233	D	

Explanation of Responses:

1. Beneficial ownership includes shares acquired under The Prudential Employee Savings Plan which are exempt transactions pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
2. The option vests in three equal annual installments beginning on December 18, 2003.
3. The option vests in three equal annual installments beginning on February 11, 2004.

Remarks:

By: /s/ Kathleen M. Gibson, Attorney-in-fact — 08/31/2004

** Signature of Reporting Person — Date

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).

** 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.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.