SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

GRIER MARK B

(Last) (First) (Middle)

C/O PRUDENTIAL FINANCIAL, INC.

751 BROAD STREET, 4TH FLOOR

(Street)

NEWARK NJ 071023777

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [(PRU)]

3. Date of Earliest Transaction (Month/Day/Year)

09/08/2006

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	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	09/08/2006		M		81,789	A	$32	110,704	D	
Common Stock	09/08/2006		M		91,744	A	$29.9	202,448	D	
Common Stock	09/08/2006		S		3,600	D	$71.93	198,848	D	
Common Stock	09/08/2006		S		5,000	D	$71.95	193,848	D	
Common Stock	09/08/2006		S		1,400	D	$71.97	192,448	D	
Common Stock	09/08/2006		S		6,000	D	$71.98	186,448	D	
Common Stock	09/08/2006		S		5,000	D	$71.99	181,448	D	
Common Stock	09/08/2006		S		109,000	D	$72	72,448	D	
Common Stock	09/08/2006		S		9,000	D	$72.01	63,448	D	
Common Stock	09/08/2006		S		9,600	D	$72.04	53,848	D	
Common Stock	09/08/2006		S		2,200	D	$72.05	51,648	D	
Common Stock	09/08/2006		S		1,000	D	$72.07	50,648	D	
Common Stock	09/08/2006		S		3,800	D	$72.1	46,848	D	
Common Stock	09/08/2006		S		2,191	D	$72.11	44,657(1)	D	
Common Stock								16,766(2)	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	09/08/2006		M			81,789	(3)	12/18/2012	Common Stock	81,789	$0	0	D	
Employee Stock Option (right to buy)	$29.9	09/08/2006		M			91,744	(4)	02/11/2013	Common Stock	91,744	$0	0	D	

Explanation of Responses:

1. Following the transactions reported on this Form 4, the reporting person continues to hold 44,657 shares directly and 16,766 shares indirectly through the 401(k). As previously reported, the reporting person also holds an additional 86,182 vested stock options, 148,685 unvested stock options and 78,286 target performance shares (the exact number awarded being dependent on achievement of performance goals).

2. 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).

3. The option vested in three equal annual installments on December 18, 2003, 2004 and 2005.
4. The option vested in three equal annual installments on February 11, 2004, 2005 and 2006.

Remarks:

By: /s/ Kathleen M. Gibson, Attorney-in-fact	09/11/2006
** Signature of Reporting Person	Date