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|-------------------------------------------------|-----------|
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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

|                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                     |          |           |                          |                            |                       |  |  |                      |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|----------|-----------|--------------------------|----------------------------|-----------------------|--|--|----------------------|
| <p>1. Name and Address of Reporting Person*</p> <p><u>BANTA VIVIAN L</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O PRUDENTIAL FINANCIAL, INC.</u></p> <p><u>751 BROAD STREET, 4TH FLOOR</u></p> <hr/> <p>(Street)</p> <p><u>NEWARK</u> <u>NJ</u> <u>071023777</u></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p><u>PRUDENTIAL FINANCIAL INC</u> [ (PRU) ]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>10/02/2006</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td></td> <td></td> <td><u>Vice Chairman</u></td> </tr> </table> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> | <input checked="" type="checkbox"/> | Director | 10% Owner | <input type="checkbox"/> | Officer (give title below) | Other (specify below) |  |  | <u>Vice Chairman</u> |
| <input checked="" type="checkbox"/>                                                                                                                                                                                                                                                                              | Director                                                                                                                                                                                                                                                                | 10% Owner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                     |          |           |                          |                            |                       |  |  |                      |
| <input type="checkbox"/>                                                                                                                                                                                                                                                                                         | Officer (give title below)                                                                                                                                                                                                                                              | Other (specify below)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                     |          |           |                          |                            |                       |  |  |                      |
|                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                         | <u>Vice Chairman</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                     |          |           |                          |                            |                       |  |  |                      |

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                    | 10/02/2006                           |                                                    | M                              |   | 21,812                                                            | A          | \$32    | 42,699                                                                                        | D                                                        |                                                       |
| Common Stock                    | 10/02/2006                           |                                                    | S <sup>(1)</sup>               |   | 21,812                                                            | D          | \$75.75 | 20,887 <sup>(2)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |         | 499 <sup>(3)</sup>                                                                            | 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                                                   | 10/02/2006                           |                                                    | M                              |   |                                                                                        | 21,812 | (4)                                                      | 12/18/2012      | Common Stock                                                                      | 21,812                     | \$0                                        | 87,240                                                                                             | D                                                         |                                                        |

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2006.
2. Following the transactions reported on this Form 4, the reporting person continues to hold 20,887 shares directly and 499 shares indirectly through the 401(k). The reporting person also holds an additional 21,585 shares in the deferred compensation plan, 331,070 vested stock options, 172,249 unvested stock options and 92,816 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
3. 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).
4. The option vested in three equal annual installments on December 18, 2003, 2004 and 2005.

## Remarks:

By: /s/ Kathleen M. Gibson,  
Attorney-in-fact

10/03/2006

\*\* 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.