

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*

CARBONE RICHARD J

(Last)(First)(Middle)

C/O PRUDENTIAL FINANCIAL, INC.

751 BROAD STREET, 4TH FLOOR

(Street)

NEWARKNJ071023777

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [PRU]

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

10/18/2006

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)

SVP and CFO

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

X

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

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	10/18/2006		M		57,252	A	\$32	74,406	D	
Common Stock	10/18/2006		S ⁽¹⁾		1,500	D	\$77.9	72,906	D	
Common Stock	10/18/2006		S		1,500	D	\$77.87	71,406	D	
Common Stock	10/18/2006		S		7,000	D	\$77.85	64,406	D	
Common Stock	10/18/2006		S		2,000	D	\$77.84	62,406	D	
Common Stock	10/18/2006		S		5,000	D	\$77.83	57,406	D	
Common Stock	10/18/2006		S		10,000	D	\$77.82	47,406	D	
Common Stock	10/18/2006		S		30,252	D	\$77.8	17,154 ⁽²⁾	D	
Common Stock								468 ⁽³⁾	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	10/18/2006		M			57,252	(4)	12/18/2012	Common Stock	57,252	\$0	0	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2006.

2. Following the transactions reported on this Form 4, the reporting person continues to hold 17,154 shares directly and 468 shares indirectly through the 401(k). The reporting person also holds 46,352 vested stock options, 73,138 unvested stock options and 39,828 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

10/19/2006

** 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.