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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ 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* BANTA VIVIAN L (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) 12/13/2006 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	12/13/2006		M		137,615	A	$29.9	158,502	D	
Common Stock	12/13/2006		S		1,562	D	$86.56	156,940	D	
Common Stock	12/13/2006		S		3,000	D	$86.57	153,940	D	
Common Stock	12/13/2006		S		3,000	D	$86.58	150,940	D	
Common Stock	12/13/2006		S		2,500	D	$86.59	148,440	D	
Common Stock	12/13/2006		S		2,000	D	$86.6	146,440	D	
Common Stock	12/13/2006		S		2,500	D	$86.54	143,940	D	
Common Stock	12/13/2006		S		3,000	D	$86.51	140,940	D	
Common Stock	12/13/2006		S		1,500	D	$86.52	139,440	D	
Common Stock	12/13/2006		S		2,000	D	$86.4	137,440	D	
Common Stock	12/13/2006		S		1,000	D	$86.38	136,440	D	
Common Stock	12/13/2006		S		2,000	D	$86.39	134,440	D	
Common Stock	12/13/2006		S		3,000	D	$86.3	131,440	D	
Common Stock	12/13/2006		S		2,000	D	$86.25	129,440	D	
Common Stock	12/13/2006		S		1,500	D	$86.22	127,940	D	
Common Stock	12/13/2006		S		9,400	D	$86.1	118,540	D	
Common Stock	12/13/2006		S		5,000	D	$86.13	113,540	D	
Common Stock	12/13/2006		S		4,000	D	$86.12	109,540[1]	D	
Common Stock								453[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)	$29.9	12/13/2006		M			137,615	(3)	02/11/2013	Common Stock	137,615	$0	0	D	

Explanation of Responses:

1. Following the transactions reported on this Form 4, the reporting person continues to hold 109,540 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,562 shares in the deferred compensation plan, 149,835 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).

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 February 11, 2004, 2005 and 2006.

Remarks:

By: /s/ Sue J. Nam, Attorney-in-fact	12/15/2006
** Signature of Reporting Person	Date

EXHIBIT 24

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of John M. Liftin, Kathleen M. Gibson, Sue J. Nam, Brian J. Morris and Rebecca Weinrauch, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Prudential Financial, Inc. (the "Company"), Forms 3, 4, and 5 (and any other Form that may be required by the Securities and Exchange Commission) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and Form 144 in accordance with Rule 144 of the Securities Act of 1933 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16(a) Form or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make filings pursuant to Section 16(a) and Rule 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall be governed by and construed in accordance with New Jersey law.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of February, 2005.

/s/Vivian Banta
Signature