

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person* <u>LAWSON RODGER A</u> (Last) (First) (Middle) <u>C/O PRUDENTIAL FINANCIAL, INC.</u> <u>751 BROAD STREET, 4TH FLOOR</u> (Street) <u>NEWARK</u> <u>NJ</u> <u>071023777</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC [(PRU)]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2006		M		114,679	A	\$29.9	154,064	D	
Common Stock	12/14/2006		S		7,143	D	\$86.23	146,921	D	
Common Stock	12/14/2006		S		9,500	D	\$86.16	137,421	D	
Common Stock	12/14/2006		S		5,500	D	\$86.15	131,921	D	
Common Stock	12/14/2006		S		3,000	D	\$86.08	128,921	D	
Common Stock	12/14/2006		S		1,500	D	\$86.05	127,421	D	
Common Stock	12/14/2006		S		1,000	D	\$86.07	126,421	D	
Common Stock	12/14/2006		S		2,500	D	\$86.1	123,921	D	
Common Stock	12/14/2006		S		2,000	D	\$86.11	121,921	D	
Common Stock	12/14/2006		S		2,000	D	\$86.12	119,921	D	
Common Stock	12/14/2006		S		2,800	D	\$86.13	117,121	D	
Common Stock	12/14/2006		S		3,500	D	\$86.14	113,621	D	
Common Stock	12/14/2006		S		5,500	D	\$86.17	108,121	D	
Common Stock	12/14/2006		S		4,500	D	\$86.19	103,621	D	
Common Stock	12/14/2006		S		10,500	D	\$86.2	93,121	D	
Common Stock	12/14/2006		S		4,500	D	\$86.22	88,621	D	
Common Stock	12/14/2006		S		4,000	D	\$86.25	84,621	D	
Common Stock	12/14/2006		S		7,200	D	\$86.21	77,421	D	
Common Stock	12/14/2006		S		3,500	D	\$86.26	73,921	D	
Common Stock	12/14/2006		S		4,500	D	\$86.18	69,421	D	
Common Stock	12/14/2006		S		3,500	D	\$86.24	65,921	D	
Common Stock	12/14/2006		S		2,000	D	\$86.27	63,921	D	
Common Stock	12/14/2006		S		2,500	D	\$86.3	61,421	D	
Common Stock	12/14/2006		S		1,500	D	\$86.29	59,921	D	
Common Stock	12/14/2006		S		1,000	D	\$86.28	58,921 ⁽¹⁾	D	
Common Stock								4,212 ⁽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	12/14/2006		M			114,679	(3)	02/11/2013	Common Stock	114,679	\$0	0	D	

Explanation of Responses:

1. Following the transactions reported on this Form 4, the reporting person continues to hold 58,921 shares directly and 4,212 shares indirectly through the 401(k). The reporting person also holds an additional 3,839 shares in the deferred compensation plan, 101,556 vested stock options, 169,920 unvested stock options and 90,487 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/ Kathleen M. Gibson,
Attorney-in-fact

12/18/2006

** 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.

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