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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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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
BANTA VIVIAN L (Last) (First) (Middle) C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR (Street) NEWARK NJ 071023777 (City) (State) (Zip)	PRUDENTIAL FINANCIAL INC [(PRU)] 3. Date of Earliest Transaction (Month/Day/Year) 01/30/2007 4. If Amendment, Date of Original Filed (Month/Day/Year)	(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	01/30/2007		M		21,810	A	$32	70,350	D	
Common Stock	01/30/2007		S[(1)]		1,510	D	$88.5	68,840	D	
Common Stock	01/30/2007		S		1,400	D	$88.55	67,440	D	
Common Stock	01/30/2007		S		700	D	$88.57	66,740	D	
Common Stock	01/30/2007		S		2,500	D	$88.6	64,240	D	
Common Stock	01/30/2007		S		2,000	D	$88.61	62,240	D	
Common Stock	01/30/2007		S		2,000	D	$88.63	60,240	D	
Common Stock	01/30/2007		S		1,200	D	$88.64	59,040	D	
Common Stock	01/30/2007		S		1,500	D	$88.65	57,540	D	
Common Stock	01/30/2007		S		1,500	D	$88.76	56,040	D	
Common Stock	01/30/2007		S		1,400	D	$88.83	54,640	D	
Common Stock	01/30/2007		S		700	D	$88.85	53,940	D	
Common Stock	01/30/2007		S		1,000	D	$88.87	52,940	D	
Common Stock	01/30/2007		S		1,700	D	$88.76	51,240	D	
Common Stock	01/30/2007		S		1,000	D	$88.8	50,240	D	
Common Stock	01/30/2007		S		700	D	$88.81	49,540	D	
Common Stock	01/30/2007		S		1,000	D	$88.83	48,540[(2)]	D	
Common Stock								453[(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	01/30/2007		M			21,810	[(4)]	12/18/2012	Common Stock	21,810	$0	0	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 48,540 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,428 shares in the deferred compensation plan, 106,215 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/ Sue J. Nam, Attorney-in-fact	01/31/2007
** 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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