

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>BANTA VIVIAN L</u> (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 <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) X Vice Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2007	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2007		S		4,000	D	\$92.58	78,345	D	
Common Stock	02/14/2007		S		6,000	D	\$92.57	72,345	D	
Common Stock	02/15/2007		S		500	D	\$91.78	129,867	D	
Common Stock	02/14/2007		S		5,000	D	\$92.56	67,345	D	
Common Stock	02/14/2007		S		3,000	D	\$92.55	64,345	D	
Common Stock	02/14/2007		S		2,788	D	\$92.54	61,557	D	
Common Stock	02/15/2007		M		111,810	A	\$45	173,367	D	
Common Stock	02/15/2007		S		500	D	\$92.07	172,867	D	
Common Stock	02/15/2007		S		500	D	\$92.05	172,367	D	
Common Stock	02/15/2007		S		1,000	D	\$92.04	171,367	D	
Common Stock	02/15/2007		S		1,000	D	\$92.02	170,367	D	
Common Stock	02/15/2007		S		1,000	D	\$92.01	169,367	D	
Common Stock	02/15/2007		S		10,000	D	\$92	159,367	D	
Common Stock	02/15/2007		S		2,000	D	\$91.95	157,367	D	
Common Stock	02/15/2007		S		1,000	D	\$91.93	156,367	D	
Common Stock	02/15/2007		S		1,500	D	\$91.92	154,867	D	
Common Stock	02/15/2007		U		500	D	\$91.91	154,367	D	
Common Stock	02/15/2007		S		1,000	D	\$91.9	153,367	D	
Common Stock	02/15/2007		S		1,000	D	\$91.88	152,367	D	
Common Stock	02/15/2007		S		3,000	D	\$91.87	149,367	D	
Common Stock	02/15/2007		S		1,000	D	\$91.86	148,367	D	
Common Stock	02/15/2007		S		3,000	D	\$91.85	145,367	D	
Common Stock	02/15/2007		S		4,000	D	\$91.82	141,367	D	
Common Stock	02/15/2007		S		2,000	D	\$91.81	139,367	D	
Common Stock	02/15/2007		S		8,000	D	\$91.8	131,367	D	
Common Stock	02/15/2007		S		1,000	D	\$91.79	130,367	D	
Common Stock								515 ⁽¹⁾	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)	\$45	02/15/2007		M			111,810	(2)	02/10/2014	Common Stock	111,810	\$0	0	D	

Explanation of Responses:

- 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).
- The option vested in three equal annual installments beginning on February 10, 2005.

Remarks:

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

02/16/2007

** 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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