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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>GOLDEN ROBERT C</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</u> [(PRU)] 3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2007</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	06/01/2007		M		17,431	A	\$32	35,452	D	
Common Stock	06/01/2007		S		1,931	D	\$102.07	33,521	D	
Common Stock	06/01/2007		S		2,500	D	\$102.04	31,021	D	
Common Stock	06/01/2007		S		5,500	D	\$102	25,521	D	
Common Stock	06/01/2007		S		2,000	D	\$102.01	23,521	D	
Common Stock	06/01/2007		S		2,000	D	\$102.02	21,521	D	
Common Stock	06/01/2007		S		2,000	D	\$102.03	19,521	D	
Common Stock	06/01/2007		S		1,500	D	\$102.05	18,021 ⁽¹⁾	D	
Common Stock								24 ⁽²⁾	I	By 401(k)
Common Stock								349 ⁽³⁾	I	By Robert C. Golden Irrevocable Trust
Common Stock								69 ⁽³⁾	I	By Spouse

**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	06/01/2007		M			17,431	(4) 12/18/2012		Common Stock	17,431	\$0	48,000	D	

Explanation of Responses:

1. Following the transactions reported on this Form 4, the reporting person continues to hold 18,021 shares directly and 24 shares indirectly through the 401(k). The number of shares held directly does not reflect those shares gifted by the reporting person, the details of which will be reported in a future filing in accordance with applicable rules. The reporting person also holds 175,292 vested stock options, 49,202 unvested stock options and 26,330 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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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

06/05/2007

** 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.

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.