

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*

HANSON JON F

(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)

12/03/2007

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner

Officer (give title below) Other (specify below)

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	12/03/2007		M ⁽¹⁾		5,143	A	\$97.14	10,156	D	
Common Stock	12/10/2007		M ⁽¹⁾		1,367	A	\$97.14	11,523	D	
Common Stock	12/10/2007		G	V	1,953	D	\$0	9,570	D	
Common Stock								5,000 ⁽²⁾	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					
Notional Shares	⁽³⁾	12/03/2007		M			5,143	⁽⁴⁾	⁽⁴⁾	Common Stock	\$97.14	47,071	D	
Notional Shares	⁽³⁾	12/10/2007		M			1,367	⁽⁵⁾	⁽⁵⁾	Common Stock	\$97.14	13,092	D	

Explanation of Responses:

1. Mandatory nondiscretionary transaction executed pursuant to the issuer's deferred compensation plan for non-employee directors.

2. 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.

3. Notional Shares convert to common stock on a 1 to 1 basis.

4. Notional shares are deemed immediately exercisable and are payable in cash and/or common stock on a date following termination of service on the Board of Directors.

5. Notional shares are payable in common stock on a date following termination of service on the Board of Directors.

Remarks:

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

12/12/2007

** 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.