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*
GRIER MARK B
(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)
12/11/2007

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

5. Relationship of Reporting Person(s) to Issuer
(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								16,916[2]	I	By 401(k)
Common Stock[1]	12/11/2007		M		87,352	A	$45	149,310	D	
Common Stock	12/11/2007		S		1,200	D	$95.9	148,110	D	
Common Stock	12/11/2007		S		2,200	D	$95.65	119,236	D	
Common Stock	12/11/2007		S		1,000	D	$95.64	118,236	D	
Common Stock	12/11/2007		S		800	D	$95.66	121,436	D	
Common Stock	12/11/2007		S		1,000	D	$95.89	147,110	D	
Common Stock	12/11/2007		S		400	D	$95.88	146,710	D	
Common Stock	12/11/2007		S		300	D	$95.87	146,410	D	
Common Stock	12/11/2007		S		1,100	D	$95.86	145,310	D	
Common Stock	12/11/2007		S		3,300	D	$95.85	142,010	D	
Common Stock	12/11/2007		S		1,500	D	$95.84	140,510	D	
Common Stock	12/11/2007		S		1,859	D	$95.83	138,651	D	
Common Stock	12/11/2007		S		5,183	D	$95.81	133,468	D	
Common Stock	12/11/2007		S		300	D	$95.8	133,168	D	
Common Stock	12/11/2007		S		113	D	$95.79	133,055	D	
Common Stock	12/11/2007		S		1,100	D	$95.78	131,955	D	
Common Stock	12/11/2007		S		200	D	$95.77	131,755	D	
Common Stock	12/11/2007		S		1,600	D	$95.75	130,155	D	
Common Stock	12/11/2007		S		1,200	D	$95.74	128,955	D	
Common Stock	12/11/2007		S		711	D	$95.73	128,244	D	
Common Stock	12/11/2007		S		300	D	$95.72	127,944	D	
Common Stock	12/11/2007		S		400	D	$95.71	127,544	D	
Common Stock	12/11/2007		S		600	D	$95.7	126,944	D	
Common Stock	12/11/2007		S		908	D	$95.69	126,036	D	
Common Stock	12/11/2007		S		3,500	D	$95.68	122,536	D	
Common Stock	12/11/2007		S		300	D	$95.67	122,236	D	
Common Stock	12/11/2007		S		1,000	D	$95.63	117,236	D	

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	12/11/2007		S		300	D	$95.62	116,936	D	

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	12/11/2007		M			87,352	(3)	02/10/2014	Common Stock	87,352	$0	0	D	

Explanation of Responses:

1. Form 1 of 3.
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 vests in three equal annual installments beginning on February 10, 2005.

Remarks:

By: /s/ Brian J. Morris, Attorney-in-fact   12/13/2007

** 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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