SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 1, 2003

PRUDENTIAL FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

New Jersey	001-16707	22-3703799
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

751 Broad Street
Newark, New Jersey 07102
(Address of principal executive offices and zip code)

(973) 802-6000
(Registrant's telephone number, including area code)

Item 2. Acquisition or Disposition of Assets.

On May 1, 2003, Prudential Financial, Inc. (the "Company") announced that it had completed the first step of the acquisition of Skandia U.S. Inc. ("Skandia") in a transaction described under "Item 1. Business—Financial Services Businesses—Insurance Division—Individual Life and Annuities" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" in its Annual Report on Form 10-K for the year ended December 31, 2002. The total consideration payable in the transaction, following purchase price adjustments, is a cash purchase price of $1.161 billion (reflecting the original purchase price of $1.15 billion plus the receipt by Skandia of proceeds of sales of operations not purchased by the Company, minus an amount reflecting Skandia's repayment of certain indebtedness) and assumption of a $35 million liability, which was originally estimated to be $115 million. The Company intends to file the financial statements required by Item 7 of Form 8-K within 75 days of the date hereof.

Item 9. Regulation FD Disclosure.

On May 1, 2003, the Company issued a press release relating to the transaction described in Item 2. The Company is furnishing a copy of this press release as Exhibit 99.1 hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 1, 2003

PRUDENTIAL FINANCIAL, INC.

By: /S/ KATHLEEN M. GIBSON

Name: Kathleen M. Gibson
Title: Vice President and Secretary

Exhibit Index

Exhibit No.	Description
99.1	Press Release of Prudential Financial, Inc. dated May 1, 2003.

News Release

Prudential Financial, Inc.
751 Broad Street
Newark, NJ 07102-3777
www.prudential.com

<u>For Immediate Release</u>
May 1, 2003

Contact: Bob DeFillippo
973 802-4149

PRUDENTIAL FINANCIAL FINALIZES ACQUISITION OF AMERICAN SKANDIA

Acquisition Significantly Grows Prudential's Third-party Distribution Capabilities

Newark, NJ—Prudential Financial, Inc. (NYSE:PRU) announced today that it has completed the closing process with Swedish-based Skandia Insurance Company Ltd., to acquire its U.S. division American Skandia, Inc. for a total consideration of $1.196 billion, which includes a cash purchase price of $1.161 billion and assumption of a $35 million liability. American Skandia is the largest distributor of variable annuities through independent financial planners in the United States. American Skandia also offers a research-driven subadvised family of mutual funds, and the offering of these funds with Prudential's Strategic Partners funds will create one of the industry's largest subadvised fund businesses. The acquisition significantly grows Prudential's third-party distribution capabilities in the U.S. for both products.

"We believe the acquisition of American Skandia gives us a winning combination in the marketplace," said David Odenath, president of Prudential Annuities. "We have the brand strength, distribution power and ability to be innovators in the product development arena."

The acquisition propels Prudential into a top 10 spot in the annuity marketplace. Prudential's position in the variable annuity marketplace increases from 22nd to 8th as measured by sales (LIMRA 12/31/02) and from 14th to 5th as measured by assets under management (VARDS 12/31/02).

"Our priorities in 2003 are to integrate the businesses—products, processes, people—while ensuring all clients receive the attention and service they deserve," said Odenath. "Brand identity is also very important, and for the American Skandia annuity products distributed through their current channels, we initially plan to use the name *American Skandia, A Prudential Financial Company*. Over time, the name will migrate to the Prudential Financial name," said Odenath. In the Prudential proprietary sales channels, there will be no brand identity change for the Prudential annuity products.

– More -

The American Skandia mutual fund and wrap fee businesses will be integrated into Prudential Investments' current mutual fund and managed account groups, located in Newark, N.J. and headed by Judy Rice, president, Prudential Investments.

The integration of American Skandia is expected to be completed in the next 18 to 24 months. Prudential plans to maintain the principal office of American Skandia in Shelton, Connecticut where the annuities sales, marketing and product development teams, as well as other support functions, will mainly reside.

Prudential Financial companies, with approximately $556 billion in total assets under management and administration as of December 31, 2002, serve individual and institutional customers worldwide and include The Prudential Insurance Company of America, one of the largest life insurance companies in the U.S. These companies offer a variety of products and services, including life insurance, property and casualty insurance, mutual funds, annuities, pension and retirement related services and administration, asset management, securities brokerage, banking and trust services, real estate brokerage franchises and relocation services. For more information, visit <u>www.prudential.com.</u>

Editors note:

This press release includes statements concerning potential future events involving Prudential Financial that could differ materially from the events that actually occur. The differences could be caused by a number of factors including those factors identified in Prudential Financial's Annual Report on Form 10-K for the year ended December 31, 2002, on file with the Securities and Exchange Commission. Prudential Financial will not update any forward-looking statements made in this press release to reflect future events or developments.