UNITED STATES
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): November 15, 2004

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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

¨ **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

¨ **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

¨ **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

¨ **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

Item 8.01 Other Events.

On November 15, 2004, Prudential Financial, Inc., a New Jersey corporation (the "Company"), issued a news release announcing the settlement of the purchase contracts associated with the equity security units issued in connection with the Company's initial public offering. The news release is attached as Exhibit No. 99.0.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. News Release of Prudential Financial, Inc., dated November 15, 2004, announcing completion of its equity security units transaction.

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: November 15, 2004

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian J. Morris

Name: Brian J. Morris
Title: Assistant Secretary

Exhibit Index

Exhibit No.	Description
99.0	News Release of Prudential Financial, Inc., dated November 15, 2004, announcing completion of its equity security units transaction.

News Release

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

For Immediate Release
November 15, 2004

Contact: **Leigh Manganaro**
(973) 802-2132

PRUDENTIAL FINANCIAL, INC.
COMPLETES EQUITY SECURITY UNITS TRANSACTION

NEWARK, N.J. – Prudential Financial, Inc. (NYSE:PRU) announced today the settlement of the purchase contracts associated with the equity security units issued in connection with its initial public offering. Each purchase contract was settled for 1.47 shares of Prudential Financial, Inc. Common Stock, which resulted in the issuance of approximately 20.2 million shares of Common Stock. Prudential Financial, Inc. received approximately $690 million in proceeds from the issuance, which will be used for general corporate purposes. A portion of the purchase contracts was settled on November 8, 2004 pursuant to an early settlement option exercised by certain of the holders of the equity security units.

As a result of the settlement of the purchase contracts, the Prudential Financial 6.75 percent Equity Security Units cease to exist and will no longer be traded on the New York Stock Exchange (formerly NYSE: PFA).

Prudential Financial companies, with approximately $470 billion in total assets under management as of September 30, 2004, serve individual and institutional customers worldwide and include The Prudential Insurance Company of America, one of the largest life insurance companies in the United States. These companies offer a variety of products and services, including life 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 www.prudential.com.