
**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): December 13, 2004

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-16707
(Commission File Number)

22-3703799
(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))
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Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

- (a) In 2003, The Prudential Insurance Company of America (“Prudential Insurance”), a wholly owned domestic insurance subsidiary of the registrant, established a Funding Agreement Notes Issuance Program pursuant to which a Delaware statutory trust issues medium-term notes (the “Notes”) (which are included in the registrant’s consolidated balance sheet) secured by funding agreements issued to the trust by Prudential Insurance and included in the registrant’s Retirement segment. The funding agreements provide cash flow sufficient for the debt service on the Notes. The Notes are sold in transactions not requiring registration under the Securities Act of 1933. Between October 5, 2004 and December 13, 2004, Prudential Insurance issued an additional \$700 million aggregate principal amount of Notes. As of December 13, 2004, issuance of the Notes totaled \$2.75 billion, out of an aggregate authorized of \$3 billion (subject to increase to up to \$6 billion). The Notes have fixed or floating interest rates and original maturities ranging from two years to five years.

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: December 13, 2004

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian J. Morris

Name: Brian J. Morris

Title: Assistant Secretary