
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

New Jersey
(State or Other Jurisdiction of
Incorporation or Organization)

22-3703799
(I.R.S. Employer
Identification No.)

Prudential Plaza
751 Broad Street
Newark, New Jersey 07102
(973) 802-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

PRUDENTIAL FINANCIAL, INC. OMNIBUS INCENTIVE PLAN
(Full Title of the Plan)

Susan L. Blount, Esq.
Senior Vice President and General Counsel
Prudential Financial, Inc.
Prudential Plaza
751 Broad Street
Newark, New Jersey 07102
(973) 802-7001

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered (1)	Amount to Be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, par value \$0.01 per share	25,000,000	\$ 72.90	\$ 1,822,500,000	\$ 195,007.50

- (1) The number of shares being registered represents a portion of the shares potentially issuable under the Prudential Financial, Inc. Omnibus Incentive Plan. Such indeterminate number of additional shares as may be issuable pursuant to the recapitalization provisions of the Plan is hereby also registered.
- (2) Computed pursuant to Rule 457(h) solely for purpose of determining the registration fee, based upon an assumed price of \$72.90 per share, which was the average of the high and low prices of the Common Stock on September 13, 2006, as reported on the New York Stock Exchange.
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Part I -

Information Required in the Section 10(a) Prospectus

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act").

Part II -

Information Required in the Registration Statement

Incorporation of Certain Documents by Reference.

The registration statement on Form S-8 is being filed solely to register additional securities of the same class as other securities for which a registration statement filed on Form S-8 and relating to The Prudential Financial, Inc. Omnibus Plan (the "Plan") is effective. In accordance with General Instruction E on Form S-8, Prudential Financial, Inc. (the "Company") hereby incorporates by reference the Company's registration statement on Form S-8 (No. 333-105804) relating to the Plan, originally filed with the Securities and Exchange Commission on June 3, 2003.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on this 20th day of September, 2006.

PRUDENTIAL FINANCIAL, INC.

By: /S/ Richard J. Carbone

Name: **Richard J. Carbone**

Title: **Senior Vice President and
Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 20th day of September, 2006.

Name	Title
<u>/S/ Arthur F. Ryan</u> Arthur F. Ryan*	Chairman, Chief Executive Officer, President and Director
<u>/S/ Richard J. Carbone</u> Richard J. Carbone	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/S/ Peter B. Sayre</u> Peter B. Sayre	Senior Vice President and Controller (Principal Accounting Officer)
<u>/S/ Frederic K. Becker</u> Frederic K. Becker*	Director
<u>/S/ Gordon M. Bethune</u> Gordon M. Bethune*	Director

/S/ Gaston Caperton Gaston Caperton*	Director
/S/ Gilbert F. Casellas Gilbert F. Casellas*	Director
/S/ James G. Cullen James G. Cullen*	Director
/S/ William H. Gray, III William H. Gray, III*	Director
/S/ Jon F. Hanson Jon F. Hanson*	Director
/S/ Constance J. Horner Constance J. Horner*	Director
/S/ Karl J. Krapek Karl J. Krapek*	Director
/S/ Christine A. Poon Christine A. Poon*	Director

/S/ James A. Unruh

James A. Unruh*

Director

*Signed by Attorney-in-Fact

/S/ Richard J. Carbone

Richard J. Carbone

INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

Exhibits

5.1	Opinion of McCarter & English, LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of McCarter & English, LLP (included in Exhibit 5.1)
24.1	Powers of Attorney

September 18, 2006

RE: Prudential Financial, Inc.
Registration Statement on Form S-8

Prudential Financial, Inc.
Prudential Plaza
751 Broad Street
Newark, New Jersey 07102

Dear Sirs:

We have acted as special counsel for Prudential Financial, Inc. a New Jersey corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 25,000,000 shares of common stock, \$0.01 par value per share, of the Company (the "Shares"), issuable pursuant to the Prudential Financial, Inc. Omnibus Incentive Plan (the "Plan").

In so acting, we have examined, and relied as to matters of fact upon, the originals, or copies certified or otherwise identified to our satisfaction, of the Amended and Restated Certificate of Incorporation and the Amended and Restated By-laws of the Company, the Plan, and such other certificates, records, instruments and documents, and have made such other and further investigations, as we have deemed necessary or appropriate to enable us to express the opinion set forth below. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

Based upon the foregoing examination, we are of the opinion that:

Upon issuance and delivery by the Company of the Shares pursuant to the provisions of the Plan and payment of the purchase price therefor in accordance with the terms set forth in the Plan, in cash or other consideration permitted under the New Jersey Business Corporation Act, the Shares issued thereunder will be legally issued, fully paid and non-assessable.

The issuance of the Shares is subject to the continuing effectiveness of the Registration Statement and the qualification, or exemption from registration, of such Shares under certain state securities laws.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

McCarter & English, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2006 relating to the financial statements, financial statement schedules, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting of Prudential Financial, Inc., which appears in Prudential Financial, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2005.

/s/ PricewaterhouseCoopers LLP

New York, New York
September 20, 2006

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: that each person whose signature appears below constitutes and appoints Mark B. Grier, Richard J. Carbone and Peter B. Sayre, and each of them, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and any other documents in connection herewith, with the Commission, granting unto said attorneys-in-law and agents, and each of them, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 20th day of September, 2006.

Name	Title
/S/ Arthur F. Ryan Arthur F. Ryan	Chairman, Chief Executive Officer, President and Director
/S/ Frederic K Becker Frederic K. Becker	Director
/S/ Gordon M. Bethore Gordon M. Bethore	Director
/S/ Gaston Caperton Gaston Caperton	Director

/S/ Gilbert F. Casellas Gilbert F. Casellas	Director
/S/ James G. Cullen James G. Cullen	Director
/S/ William H. Gray, III William H. Gray, III	Director
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/S/ Constance J. Horner Constance J. Horner	Director
/S/ Karl J. Krapek Karl J. Krapek	Director
/S/ Christine A. Poon Christine A. Poon	Director
/S/ James A. Unruh James A. Unruh	Director