
**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): March 5, 2007

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 5, 2007, Rodger A. Lawson, Vice Chairman responsible for the International Insurance and Investments Division, notified Prudential Financial, Inc. (the “Company”) of his resignation, effective on or before May 1, 2007, which the Company subsequently accepted. The Company plans to announce a successor in the near future. Mr. Lawson will assist with the orderly transition of his responsibilities.

Item 7.01 Regulation FD Disclosure

The Company’s news release, dated March 9, 2007, announcing Mr. Lawson’s resignation is being furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(c) Exhibits.**

99.1 News release of Prudential Financial, Inc., dated March 9, 2007, announcing the resignation of Rodger A. Lawson (furnished and not filed).

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: March 9, 2007

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian J. Morris

Name: Brian J. Morris

Title: Assistant Secretary

Exhibit Index

Exhibit No.	Description
99.1	News release of Prudential Financial, Inc., dated March 9, 2007, announcing the resignation of Rodger A. Lawson (furnished and not filed).

**For Immediate Release**

March 9, 2007

Contact: Bob DeFillippo
(973) 802-4149**VICE CHAIRMAN RODGER LAWSON
RESIGNS FROM PRUDENTIAL FINANCIAL**

NEWARK, N.J. – Rodger A. Lawson, vice chairman of the International Division and head of Global Marketing Communications, today announced he will leave Prudential by May 1.

Lawson joined Prudential on June 10, 1996. He was named head of the International Division, which includes International Insurance and International Investments, in 2002. Lawson said he decided to leave the company to explore new opportunities and will use the remainder of his time with the company to help with the orderly transition of his duties.

"I want to thank Rodger for his contributions over the last 10 years. He was chiefly responsible for significantly improving earnings in our international businesses and for strengthening our brand," said Arthur F. Ryan, Prudential's Chairman and CEO.

Ryan added that he plans to announce a successor to Lawson shortly.

Prudential Financial, Inc. (NYSE: PRU), a financial services leader with approximately \$616 billion of assets under management as of December 31, 2006, has operations in the United States, Asia, Europe, and Latin America. Leveraging its heritage of life insurance and asset management expertise, Prudential is focused on helping individual and institutional customers grow and protect their wealth. The company's well-known Rock symbol is an icon of strength, stability, expertise and innovation that has stood the test of time. Prudential's businesses offer a variety of products and services, including life insurance, annuities, retirement-related services, mutual funds, asset management, and real estate services. For more information, please visit www.prudential.com.

