
**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): May 24, 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On May 24, 2007, the registrant and certain of its subsidiaries entered into a five-year unsecured credit facility in an aggregate amount of up to \$2,000,000,000 (the “Credit Facility”) with Citigroup Global Markets Inc., as lead arranger, Citicorp USA INC., as administrative agent, and certain banks named therein, as lenders thereunder. The Credit Facility replaces the registrant’s existing credit facility in an aggregate amount of up to \$1,500,000,000, maturing on September 30, 2010. The registrant intends to use any borrowings under the Credit Facility for the general corporate purposes of the registrant and its subsidiaries (including in connection with the commercial paper program of the registrant and certain of its subsidiaries). The Credit Facility is subject to early termination by the registrant upon satisfaction of customary notice and other requirements. Borrowings under the Credit Facility are subject to acceleration upon the occurrence of customary events of default.

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 24, 2007

PRUDENTIAL FINANCIAL, INC.

By: /S/ STEPHEN W. GAUSTER

Name: Stephen W. Gauster

Title: Assistant Secretary