

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Prudential Financial, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Admission Ticket

ANNUAL MEETING OF SHAREHOLDERS

May 13, 2008, 2:00 p.m. EDT at
Prudential's Corporate Headquarters,
751 Broad Street, Newark, New Jersey

You can vote by telephone or Internet!
Available 24 hours a day 7 days a week!

VOTING INSTRUCTIONS ARE LOCATED ON THE BACK
OF THIS CARD

Voting Instruction Form

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals

The Board of Directors recommends a vote **FOR** the Election of Directors.

1. Election of Directors: 01 - Frederic K. Becker 02 - Gordon M. Bethune 03 - Gaston Caperton 04 - Gilbert F. Casellas 05 - James G. Cullen
06 - William H. Gray III 07 - Mark B. Grier 08 - Jon F. Hanson 09 - Constance J. Homer 10 - Karl J. Krapek
11 - Christine A. Poon 12 - John R. Strangfeld 13 - James A. Unruh

☐ Mark here to vote
FOR all nominees

☐ Mark here to **WITHHOLD**
vote from all nominees

☐ For All **EXCEPT** - To withhold a vote for one or
more nominees, mark the box to the left and the
corresponding numbered box(es) to the right.

01 02 03 04 05 06 07 08 09 10 11 12 13
☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐

The Board of Directors recommends a vote **FOR** Proposal 2.

2. Ratification of the appointment of PricewaterhouseCoopers LLP as independent
auditor for the year ending December 31, 2008.

For Against Abstain
☐ ☐ ☐

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.
Date (mm/dd/yyyy) — Please print date below.

_____/_____/_____
Date

Signature 1 — Please keep signature within the box.

Signature 1

Signature 2 — Please keep signature within the box.

Signature 2

<STOCK>

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1 U P X

If you wish to attend and vote at the meeting, please bring this Admission Ticket and identification with you.

From NJ Turnpike (North & South): George Washington Bridge; Lincoln Tunnel: Take the NJ Turnpike to Exit 15W. Take Rte. 280 West to Exit 15A-B (first exit across bridge, staying left and following ramp until reaching Rte. 21/McCarter Highway. Turn right onto Rte. 21/McCarter Highway. Follow Rte. 21 South/McCarter Highway to Edison Place. Turn right onto Edison Place. The Edison Parking Lot will be on your left.

From the Holland Tunnel (Lower Manhattan): Exit the Holland Tunnel, follow signs to Pulaski Skyway. Take the exit marked Raymond Blvd./Newark, proceed down ramp to the stop sign, (Foundry St.) continue straight ahead. At second stop sign make a right onto Raymond Blvd. (one way) to Mulberry St (three traffic lights after Amtrak overpass/Penn Station Newark). Make a left onto Mulberry St. Turn left onto Edison Place (one block after Market St). Edison Parking Lot will be on your right.

From Staten Island: Cross Goethals Bridge. Proceed onto the New Jersey Turnpike (North). Exit the Turnpike at 13A. After paying the toll stay to the left following signs for "Rte 1&9 North - Newark", exiting Rte. 1 & 9 North (From left side of roadway) at "Rte 21 Newark". Follow signs to McCarter Hwy/Rte 21 Newark. Take McCarter Hwy/Rte 21 to Edison Place (approximately 2.5 miles). Make left onto Edison Place. Edison Parking Lot will be on your left.

From Route 24; Route 78 East: Take Exit 57. Follow signs to Rte 21 North. Take McCarter Hwy/Rte 21 North to Edison Place. Make left onto Edison Place. Edison Parking Lot will be on your left.

From Route 280 East: Take Exit 15 for Rte 21 South. Turn right at McCarter Hwy/Rte 21 South. Follow Rte. 21/McCarter Highway to Edison Place. Make right onto Edison Place. Edison Parking Lot will be on your left.

From Garden State Parkway (North & South): Take Exit 145 for Rte 280 East. Follow Rte 280 East to Exit 15 for Rte 21 South. Turn right at McCarter Hwy/Rte 21 South. Follow Rte. 21/McCarter Highway to Edison Place. Make right onto Edison Place. Edison Parking Lot will be on your left.

SHAREHOLDERS MUST BRING THIS ADMISSION TICKET TO THE ANNUAL MEETING. This ticket admits a shareholder and one guest. All meeting attendees must present valid photo identification. For your safety, all personal items including bags, purses and briefcases are subject to inspection. The use of photographic and recording devices is prohibited in the building. Cell phone use is permitted only in the first floor lobby. No personal items, with the exception of purses, may be carried into the meeting area. The location is accessible to handicapped persons and, upon request, we will provide wireless headsets for hearing amplification.



▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — Prudential Financial, Inc.

This proxy is solicited on behalf of the Board of Directors of Prudential Financial, Inc. for the Annual Meeting of shareholders to be held at 2:00 p.m. on May 13, 2008.

The administrator for the international portion of the Prudential Stock Purchase Plan and the Prudential International Stock Purchase Plan (collectively "the Plan"), Computershare Shareholder Services, Inc., will be recording and tabulating votes associated with the Plan. You are eligible to vote if you own at least one share of Prudential Financial, Inc. Common Stock under the terms of the Plan, registered in your name with the Administrator as of the close of business on the record date of March 14, 2008. Shares voted will be counted at the Annual Meeting of Shareholders to be held on May 13, 2008, at Prudential's Corporate Headquarters, 751 Broad Street, Newark, New Jersey or at any adjournment or postponement thereof. Items to be voted upon are listed on the reverse side of this Voting Instruction Form and are more fully set forth in the proxy statement.

Your vote will be tabulated as directed on the reverse side of this form, if properly completed and signed. If no choice is made, your shares will be voted in accordance with the recommendation of the Board of Directors. Your vote must be received by 11:59 p.m. EDT on May 7, 2008, in order to be counted at the annual meeting of shareholders.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 13, 2008.

The Proxy Statement, Annual Report to Shareholders and other proxy materials are available at www.investor.prudential.com.

Voting Instructions



To vote using the Telephone

- Call (781) 575-2300 any time on a touch tone telephone.
- Follow the instructions provided by the recorded message.



To vote using the Internet

If you have access to the Internet, you can complete the process in a few easy steps:

- Step 1:** Go to www.investorvote.com and follow the instructions.
- Step 2:** Click the **View** buttons to see the proxy statement, which contains details of the proposals to be voted on, or to see the annual report. Please note that you can also view the annual report, proxy statement and other proxy materials at www.investor.prudential.com.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Click the vote button to submit your vote.



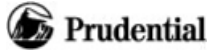
To vote by Mail

- Complete and sign the Voting Instruction Form on the reverse side of this document.
- Return the form in the enclosed self addressed envelope or send it to Prudential Financial, Inc., c/o Computershare Investor Services, PO Box 43110, Providence, RI 02940-3110.

If you vote by telephone or the Internet, please DO NOT mail back this Voting Instruction Form.

Voting Instructions must be received by 11:59 p.m. EDT, May 7, 2008.

THANK YOU FOR VOTING



Prudential Financial, Inc.
Annual Meeting of Shareholders
May 13, 2008 at 2:00 p.m. ET
Prudential's Corporate Headquarters,
751 Broad Street
Newark, New Jersey

Proxy Login Details:
Control Number:
Holder Account Number:
Proxy Access Number:

Your Prudential Financial, Inc. proxy statement and annual report are now available online. You may also vote your shares for the 2008 Annual Shareholder Meeting using the directions provided below.

Proxy Statement (HTML)
<http://www3.prudential.com/annualreport/report2008/proxy>.

Proxy Statement (PDF)
http://www3.prudential.com/annualreport/report2008/proxy/images/Prudential_Proxy2008.pdf

Annual Report (HTML)
<http://www3.prudential.com/annualreport/report2008/annual>

Annual Report (PDF)
http://www3.prudential.com/annualreport/report2008/annual/images/Prudential_AR2007.pdf

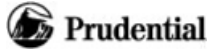
To cast your vote, please logon to the Internet and go to www.investorvote.com/prudential and follow the on-screen instructions. You will be prompted to enter the proxy login details provided above. Votes submitted through this site must be received by 11:59 p.m. EDT, on May 12, 2008.

Thank you for viewing the 2008 Prudential Financial, Inc. Annual Meeting Materials and for submitting your very important vote.

Black – fixed, non-variable template text

Blue – client-provided information

Red – merge fields from proxy data file



Prudential Financial, Inc.
Annual Meeting of Shareholders
May 13, 2008 at 2:00 p.m. ET
Prudential's Corporate Headquarters,
751 Broad Street
Newark, New Jersey

Proxy Login Details:
Control Number: <012345 >
Holder Account Number: <C1234567891>
Proxy Access Number: <12345>

Your Prudential Financial, Inc. proxy statement and annual report are now available online. You may also vote your shares for the 2008 Annual Shareholder Meeting using the directions provided below.

Proxy Statement (HTML)
<http://www3.prudential.com/annualreport/report2008/proxy>.

Proxy Statement (PDF)
http://www3.prudential.com/annualreport/report2008/proxy/images/Prudential_Proxy2008.pdf

Annual Report (HTML)
<http://www3.prudential.com/annualreport/report2008/annual>

Annual Report (PDF)
http://www3.prudential.com/annualreport/report2008/annual/images/Prudential_AR2007.pdf

To cast your vote, please logon to the Internet and go to www.investorvote.com and follow the on-screen instructions. You will be prompted to enter the proxy login details provided above. Votes submitted through this site must be received by 11:59 p.m. EDT, on May 7, 2008.

Thank you for viewing the 2008 Prudential Financial, Inc. Annual Meeting Materials and for submitting your very important vote.

CERTAINTY INGENUITY ADVANTAGE