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): February 1, 2011

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

New Jersey	001-16707	22-3703799
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))**

Item 8.01. Other Events.

On February 1, 2011, Prudential Financial, Inc. (the “Company”) completed the acquisition from American International Group, Inc. (“AIG”) of AIG Star Life Insurance Co., Ltd., AIG Edison Life Insurance Company and certain other AIG subsidiaries pursuant to the stock purchase agreement dated September 30, 2010 between the Company and AIG. The total purchase price was approximately $4.8 billion, comprised of approximately $4.2 billion in cash and $0.6 billion in the assumption of third-party debt, substantially all of which is expected to be repaid with excess capital of the acquired entities. A copy of the Company’s news release, dated February 1, 2011, announcing the completion of the acquisition is attached hereto as Exhibit 99.0 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.0 News release, dated February 1, 2011, of Prudential Financial, Inc. announcing completion of the acquisition from American International Group, Inc. of AIG Star Life Insurance Co., Ltd., AIG Edison Life Insurance Company and certain other subsidiaries of American International Group, Inc.

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: February 1, 2011

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian J. Morris

Name: Brian J. Morris

Title: Vice President and Assistant Secretary

Exhibit Index

Exhibits.

99.0	News release, dated February 1, 2011, of Prudential Financial, Inc. announcing completion of the acquisition from American International Group, Inc. of AIG Star Life Insurance Co., Ltd., AIG Edison Life Insurance Company and certain other subsidiaries of American International Group, Inc.

Exhibit 99.0

News Release

Prudential

Prudential Financial, Inc.
751 Broad Street
Newark, NJ 07102-3777
www.prudential.com

For Immediate Release
February 1, 2011

Contact: Bob DeFillippo
bob.defillippo@prudential.com
973-802-4149

Prudential Financial acquires AIG Star and AIG Edison in Japan

NEWARK, N.J. — Prudential Financial, Inc. (NYSE:PRU) announced today that the company has completed its acquisition of AIG Star Life Insurance Co., Ltd ("Star") and AIG Edison Life Insurance Company ("Edison") in Japan from American International Group, Inc. (NYSE: AIG) for a total purchase price of approximately $4.8 billion. This amount comprises approximately $4.2 billion in cash and $0.6 billion in the assumption of third-party debt, substantially all of which is expected to be repaid with excess capital of the acquired entities.

"With the successful conclusion of this transaction, we look forward to maximizing synergies and realizing the benefits generated by our greater scale to further enhance our services and strengthen our competitive position in this market. This will enable us to bring our products and services to more customers in Japan," said John Strangfeld, chairman and chief executive officer of Prudential Financial. The addition of the Star and Edison operations solidifies Prudential's status as the top foreign life insurance company in Japan based on in-force policy values.

The policies and rights of Star and Edison customers will not be affected by this transaction.

Star and Edison will now operate as subsidiaries of Gibraltar Life Insurance Co., Ltd. ("Gibraltar"), one of Prudential Financial's life insurance companies in Japan. Beginning immediately, Star and Edison's bancassurance channels will be transferred and integrated with Prudential Gibraltar Financial Life Insurance Co., Ltd. ("PGFL"), a subsidiary of Gibraltar that operates in Japan's bancassurance market. Current plans are to merge and integrate Gibraltar and the core operations of Star and Edison, excluding the bancassurance business, into one entity during the first quarter of 2012. The planned merger is subject to local regulatory approvals. Until the merger is complete, Star and Edison will continue to use their existing legal names.

With the completion of the acquisition, Toru Matsuzawa, previously vice chairman of PGFL, has been named president and CEO of Edison. Star will continue to be led by current president and CEO Norio Tomono.

(more)

Prudential Financial, Inc. (NYSE: PRU), a financial services leader with approximately $750 billion of assets under management as of September 30, 2010, has operations in the United States, Asia, Europe, and Latin America. Prudential's diverse and talented employees are committed to helping individual and institutional customers grow and protect their wealth through a variety of products and services, including life insurance, annuities, retirement-related services, mutual funds, investment management, and real estate services. In the U.S., Prudential's iconic Rock symbol has stood for strength, stability, expertise and innovation for more than a century. For more information, please visit http://www.news.prudential.com/

Prudential