
**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): June 12, 2012

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))
-
-

Item 8.01 Other Events.

On June 12, 2012, Prudential Financial, Inc., a New Jersey corporation (the “Company”), issued a news release announcing that the Company’s Board of Directors has authorized the repurchase of up to \$1.0 billion of its outstanding Common Stock during the period from July 1, 2012 through June 30, 2013. The news release is attached as Exhibit 99.0.

The timing and amount of any share repurchases under the Company’s share repurchase authorization will be determined by management based on market conditions and other considerations, and such repurchases may be effected in the open market, through derivative, accelerated repurchase and other negotiated transactions and through plans designed to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

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

- 99.0 News release of Prudential Financial, Inc., dated June 12, 2012, announcing the authorization of share repurchases of up to \$1.0 billion during the period from July 1, 2012 through June 30, 2013.

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: June 12, 2012

PRUDENTIAL FINANCIAL, INC.

By: _____ /s/ John M. Cafiero

Name: John M. Cafiero

Title: Vice President and Assistant Secretary

Exhibit Index**Exhibit
No.****Description**

99.0	News release of Prudential Financial, Inc., dated June 12, 2012, announcing the authorization of share repurchases of up to \$1.0 billion during the period from July 1, 2012 through June 30, 2013.
------	--

News Release



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

For Immediate Release

June 12, 2012

Contact: Bob DeFillippo

(973) 802-4149

Prudential's Board of Directors Authorizes Share Repurchases

NEWARK, N.J. – Prudential Financial, Inc. (NYSE: PRU) today announced that its Board of Directors has authorized the repurchase of up to \$1.0 billion of its outstanding Common Stock during the period from July 1, 2012 through June 30, 2013.

In June 2011, the Board authorized the repurchase of up to \$1.5 billion of its outstanding Common Stock through June 30, 2012. The Company has repurchased approximately \$1.25 billion of its Common Stock through March 31, 2012 under that authorization.

Management will determine the timing and amount of any share repurchases under the share repurchase authorizations based on market conditions and other considerations. The repurchases may be effected in the open market, through derivative, accelerated repurchase and other negotiated transactions, and through plans designed to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

Prudential Financial, Inc. (NYSE: PRU), a financial services leader with approximately \$943 billion of assets under management as of March 31, 2012, 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 and investment management. 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/>.

