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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State or Other Jurisdiction of
Incorporation or Organization)

22-3703799
(I.R.S. Employer
Identification No.)

751 Broad Street
Newark, New Jersey 07102
(973) 802-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

THE PRUDENTIAL EMPLOYEE SAVINGS PLAN
(Full Title of the Plan)

Margaret M. Foran
Chief Governance Officer, Vice President and Corporate Secretary
Prudential Financial, Inc.
751 Broad Street
Newark, New Jersey 07102
(973) 802-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered (1)	Amount to Be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, par value \$0.01	25,000,000	\$47.64	\$1,191,000,000	\$136,489

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to The Prudential Employee Savings Plan ("Plan"). Such indeterminate number of additional shares as may be issuable pursuant to the recapitalization provisions of the Plan are hereby also registered. Pursuant to Rule 457(h)(2), no separate fee is payable with respect to the registration of these interests.
- (2) Computed pursuant to Rule 457(h) solely for purpose of determining the registration fee, based upon an assumed price of \$47.64 per share, which was the average of the high and low prices of the Common Stock on July 11, 2012, as reported on the New York Stock Exchange.
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Part I –

Information Required in the Section 10(a) Prospectus

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”).

Part II –

Information Required in the Registration Statement

Incorporation of Certain Documents by Reference.

The registration statement on Form S-8 is being filed solely to register additional securities of the same class as other securities for which a registration statement filed on Form S-8 and relating to The Prudential Employee Savings Plan (the “Plan”) is effective. In accordance with General Instruction E on Form S-8, Prudential Financial, Inc. (the “Company”) hereby incorporates by reference the Company’s registration statement on Form S-8 (No. 333-75242) relating to the Plan, originally filed with the Securities and Exchange Commission on December 17, 2001.

Exhibits.

The Exhibits accompanying this Registration Statement are listed in the accompanying Exhibit index.

Undertakings.

The registrant has caused its wholly-owned subsidiary, The Prudential Insurance Company of America, the plan sponsor, to submit the plan and amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the plan.

SIGNATURES

The Registrant, Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on this 16th day of July, 2012.

PRUDENTIAL FINANCIAL, INC.

By: /S/ Richard J. Carbone

Name: Richard J. Carbone

**Title: Executive Vice President and
Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 16th day of July, 2012.

<u>Name</u>	<u>Title</u>
<u>/S/ John R. Strangfeld</u> John R. Strangfeld*	Chairman, Chief Executive Officer, President and Director
<u>/S/ Richard J. Carbone</u> Richard J. Carbone	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/S/ Peter B. Sayre</u> Peter B. Sayre*	Senior Vice President and Controller (Principal Accounting Officer)
<u>/S/ Thomas J. Baltimore, Jr.</u> Thomas J. Baltimore*	Director
<u>/S/ Gordon M. Bethune</u> Gordon M. Bethune*	Director
<u>/S/ Gaston Caperton</u> Gaston Caperton*	Director
<u>/S/ Gilbert F. Casellas</u> Gilbert F. Casellas*	Director
<u>/S/ James G. Cullen</u> James G. Cullen*	Director
<u>/S/ William H. Gray, III</u> William H. Gray, III*	Director
<u>/S/ Mark B. Grier</u> Mark B. Grier*	Director
<u>/S/ Constance J. Horner</u> Constance J. Horner*	Director

/S/ Martina Hund-Mejean
Martina Hund-Mejean*

/S/ Karl J. Krapek
Karl J. Krapek*

/S/ Christine A. Poon
Christine A. Poon*

/S/ James A. Unruh
James A. Unruh*

Director

Director

Director

Director

*Signed by Attorney-in-Fact

/s/ Richard J. Carbone
Richard J. Carbone

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Committee administering The Prudential Employee Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Newark, State of New Jersey on this 16th day of July, 2012.

THE PRUDENTIAL EMPLOYEE SAVINGS PLAN

By: _____
/S/ Kevin Prue
Name: Kevin Prue
Title: Prudential Administrative
Committee, Chair

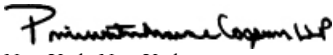
INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

Exhibits

23.1	Consent of PricewaterhouseCoopers LLP
24.1	Powers of Attorney

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2012, relating to the consolidated financial statements, financial statement schedules, and the effectiveness of internal control over financial reporting, which appears in Prudential Financial, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 and is incorporated by reference in this Registration Statement on Form S-8. The Registration Statement on Form S-8 (No. 333-75242), originally filed with the Securities and Exchange Commission on December 17, 2001, is also incorporated by reference in this Registration Statement.

A handwritten signature in black ink, appearing to read "Prudential Financial, Inc.", with a stylized flourish at the end.

New York, New York
July 16, 2012

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the individuals whose signatures appear below constitutes and appoints Susan L. Blount, Richard J. Carbone, Margaret M. Foran and Brian J. Morris and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of shares of common stock (the "Common Stock") of Prudential Financial, Inc. (the "Registrant") to be issued in connection with The Prudential Employee Savings Plan (the "Plan") including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name in his or her respective capacity as a member of the Board of Directors or officer of the Registrant, to a Registration Statement on Form S-8 for the Plan and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock, to any and all amendments thereto (including post-effective amendments), to any related Rule 462(b) Registration Statement and to any other documents filed with the Commission, as fully for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of June, 2012.

<u>Name</u>	<u>Title</u>
_____ /S/ John R. Strangfeld John R. Strangfeld	Chairman, Chief Executive Officer, President and Director
_____ /S/ Peter B. Sayre Peter B. Sayre	Senior Vice President and Controller (Principal Accounting Officer)
_____ /S/ Thomas J. Baltimore, Jr. Thomas J. Baltimore, Jr.	Director
_____ /S/ Gordon M. Bethune Gordon M. Bethune	Director
_____ /S/ Gaston Caperton Gaston Caperton	Director
_____ /S/ Gilbert F. Casellas Gilbert F. Casellas	Director
_____ /S/ James G. Cullen James G. Cullen	Director
_____ /S/ William H. Gray, III William H. Gray, III	Director
_____ /S/ Mark B. Grier Mark B. Grier	Director

/S/ Constance J. Horner Constance J. Horner	Director
/S/ Martina Hund-Mejean Martina Hund-Mejean	Director
/S/ Karl J. Krapek Karl J. Krapek	Director
/S/ Christine A. Poon Christine A. Poon	Director
/S/ James A. Unruh James A. Unruh	Director