

Washington, D.C. 20549

**PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

07102
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN
REGISTRATION STATEMENT**

Item 1. Description of Registrant's Securities to be Registered.

Prudential Financial, Inc. (the "Company") hereby incorporates by reference the description of its 5.75% Junior Subordinated Notes due 2052 contained in the Prospectus, dated March 9, 2012, under the heading "Description of Debt Securities We May Offer", and in the Prospectus Supplement, dated November 27, 2012, under the heading "Description of the Junior Subordinated Notes" on pages S-11 through S-23, filed with the Securities and Exchange Commission (the "Commission") on November 28, 2012, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, as part of the Company's automatic shelf registration statement on Form S-3ASR (File No. 333-180020).

Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Subordinated Debt Securities Indenture, dated as of June 17, 2008, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 17, 2008).
4.2	Seventh Supplemental Indenture, dated as of December 4, 2012, between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the Commission on December 4, 2012).
4.3	Form of Junior Subordinated Note (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K, filed with the Commission on December 4, 2012).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 6, 2012

PRUDENTIAL FINANCIAL, INC.

By: /s/ John M. Cafiero

Name: John M. Cafiero

Title: Vice President and Assistant Secretary