## CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price(1) | Amount of Registration Fee(2) |
|---|---|---|
| 3.850% InterNotes® Due October 15, 2029 | $ 1,238,000 | $ 159.45 |
| 4.600% InterNotes® Due October 15, 2044 | $19,214,000 | $2,474.76 |
| TOTAL | | $2,634.21 |

(1) Excludes accrued interest, if any.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This "Calculation of Registration Fee" table shall be deemed to update the "Calculation of Registration Fee" table in Prudential Financial, Inc.'s Registration Statement on Form S-3 (Nos. 333-180020, 333-180020-01, 333-180020-02).

Prudential Financial InterNotes®, Due One Year or More from Date of Issue
Filed under Rule 424(b)(3), Registration Statement(s) No. 333-180020, 333-180020-01, 333-180020-02
Final Pricing Supplement No. 2 - Dated Monday, September 29, 2014. To Prospectus Dated March 9, 2012 and Prospectus Supplement dated March 9, 2012
**Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.**

| CUSIP Number | Aggregate Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor's Option* | Product Ranking |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 74432AYW4 | $1,238,000.00 | 100.000% | 2.500% | $1,207,050.00 | Fixed | 3.850% | Semi-Annual | 10/15/2029 | 04/15/2015 | $20.64 | Yes | Senior Unsecured Notes |

**We will pay you interest on the notes on a Semi-Annual basis on Apr 15th and Oct 15th. The first such payment will be made on Apr 15, 2015. The interest rate per annum and stated maturity date are set out above.**

**Redemption Information:** Non-Callable

Any notes sold by the selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the initial selling price up to 1.2500% of the principal amount.

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, Fidelity Capital Markets, J.P. Morgan, Morgan Stanley, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, UBS Investment Bank, Wells Fargo Advisors, LLC

| CUSIP Number | Aggregate Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor's Option* | Product Ranking |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 74432AYX2 | $19,214,000.00 | 100.000% | 3.150% | $18,608,759.00 | Fixed | 4.600% | Semi-Annual | 10/15/2044 | 04/15/2015 | $24.66 | Yes | Senior Unsecured Notes |

**Subject to our redemption right, we will pay you interest on the notes on a Semi-Annual basis on Apr 15th and Oct 15th. The first such payment will be made on Apr 15, 2015. The interest rate per annum and stated maturity date are set out above.**

**Redemption Information:** **Callable at 100.000% on 10/15/2019 and every coupon date thereafter.**

Any notes sold by the selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the initial selling price up to 1.8000% of the principal amount.

This tranche of Prudential Financial, Inc. InterNotes (CUSIP 74432AYX2) will be subject to redemption at the option of Prudential Financial, Inc., in whole on the interest payment date occurring on 10/15/2019 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of this tranche of Prudential Financial, Inc. InterNotes plus accrued and unpaid interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder and the trustee, as described in the prospectus supplement.

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, Fidelity Capital Markets, J.P. Morgan, Morgan Stanley, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, UBS Investment Bank, Wells Fargo Advisors, LLC

Prudential

Prudential Financial, Inc.

Offering Dates: Monday, September 22, 2014 through Monday, September 29, 2014
Trade Date: Monday, September 29, 2014 @ 12:00 PM ET
Settlement Date: Thursday, October 2, 2014
Minimum Denomination/Increments: $1,000.00/$1,000.00
Initial trades settle flat and clear SDFS: DTC Book-Entry only
DTC Number 0235 via RBC Dain Rauscher Inc.

If the maturity date or an interest payment date for any note is not a business day (as that term is defined in the prospectus), principal, premium, if any, and interest for that note is paid on the next business day, and no interest will accrue from, and after, the maturity date or interest payment date.

* The survivor's option feature of your note is subject to important limitations, restrictions and procedural requirements further described on page S-49 of your prospectus supplement.

The Bank of New York will act as trustee for the Notes. Citibank, N.A., will act as paying agent, registrar and transfer agent for the Notes and will administer any survivor's options with respect thereto.



**Prudential Financial, Inc.**
**Prudential Financial Retail Medium Term Notes, including Prudential Financial Internotes®**
**Prospectus Dated March 9, 2012 and Prospectus Supplement Dated March 9, 2012**