

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <u>Galt Helen M</u> (Last) (First) (Middle) 751 BROAD STREET, 4TH FLOOR ATTN. CORPORATE COMPLIANCE (Street) NEWARK NJ 07102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRUDENTIAL FINANCIAL INC</u> [PRU] 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2009 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="0"> <tr> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>☒ Officer (give title below)</td> <td>☐ Other (specify below)</td> </tr> <tr> <td colspan="2">Senior Vice President</td> </tr> </table> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person	Director	10% Owner	☒ Officer (give title below)	☐ Other (specify below)	Senior Vice President	
Director	10% Owner							
☒ Officer (give title below)	☐ Other (specify below)							
Senior Vice President								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2009		A		1,339 ⁽¹⁾	A	\$0	9,058	D	
Common Stock	02/10/2009		F		484 ⁽²⁾	D	\$25.3	8,574	D	
Common Stock								1,139 ⁽³⁾	I	By 401(k)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2/10/09 Employee Stock Option (right to buy)	\$25.3	02/10/2009		A		18,640		(4)	02/10/2019	Common Stock	18,640	\$0	18,640	D	
2/10/09 Restricted Stock Units	\$0 ⁽⁵⁾	02/10/2009		A		10,586		(6)	(6)	Common Stock	10,586	\$0	10,586	D	

Explanation of Responses:

1. The Compensation Committee awarded 80.75% of the target number of shares based upon performance relative to the goals of an average Return On Equity (ROE) of 12.5% and Compounded Annual Growth Rate (CAGR) in Earnings Per Share (EPS) of 12% over the 2006 through 2008 performance period. ROE and EPS measurements are based on after-tax adjusted operating income of the financial services businesses.

2. Represents shares withheld for the payment of taxes

3. Beneficial ownership includes shares acquired under The Prudential Employee Savings Plan which are exempt transactions pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).

4. The option vests in three equal annual installments beginning on February 10, 2010.

5. The Restricted Stock Units convert to common stock on a 1 to 1 basis.

6. The Restricted Stock Units will vest on February 10, 2012.

Remarks:

/s/Brian J. Morris, Attorney-in-fact 02/12/2009

** Signature of Reporting Person _____ Date _____

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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