

PRUDENTIAL FINANCIAL INC

Form 4

September 15, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARBONE RICHARD J

(Last) (First) (Middle)

C/O PRUDENTIAL FINANCIAL,  
INC., 751 BROAD STREET, 4TH  
FLOOR

(Street)

NEWARK, NJ 071023777

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
PRUDENTIAL FINANCIAL INC  
[(PRU)]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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	09/13/2006		M		48,166	A \$ 29.9	57,952 D
Common Stock	09/13/2006		S		1,398	D \$ 72.87	56,554 D
Common Stock	09/13/2006		S		3,500	D \$ 72.86	53,054 D
Common Stock	09/13/2006		S		2,000	D \$ 72.85	51,054 D
	09/13/2006		S		1,100	D	49,954 D

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Common Stock						\$ 72.82		
Common Stock	09/13/2006	S	2,400	D	\$ 72.81	47,554	D	
Common Stock	09/13/2006	S	4,400	D	\$ 72.8	43,154	D	
Common Stock	09/13/2006	S	10,000	D	\$ 72.76	33,154	D	
Common Stock	09/13/2006	S	16,000	D	\$ 72.75	17,154 <sup>(1)</sup>	D	
Common Stock						515 <sup>(2)</sup>	I	By 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 29.9	09/13/2006		M	48,166	<sup>(3)</sup> 02/11/2013	Common Stock	48,166

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARBONE RICHARD J C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR	SVP and CFO

NEWARK, NJ 071023777

## Signatures

By: /s/ Kathleen M. Gibson,  
Attorney-in-fact

09/15/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- Following the transactions reported on this Form 4, the reporting person continues to hold 17,154 shares directly and 515 shares indirectly
- (1) through the 401(k). As previously reported, the reporting person also holds an additional 103,604 vested stock options, 73,138 unvested stock options and 39,828 target performance shares (the exact number awarded being dependent on achievement of performance goals).
  - (2) 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).
  - (3) The option vested in three equal annual installments on February 11, 2004, 2005 and 2006.

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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