

PRUDENTIAL FINANCIAL INC

Form 4

November 08, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWSON RODGER A

(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)
11/06/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Vice Chairman

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	11/06/2006		M		27,263	A	\$ 32	66,648	D	
Common Stock	11/06/2006		<u>S</u> ⁽¹⁾		5,263	D	\$ 78.41	61,385	D	
Common Stock	11/06/2006		S		2,000	D	\$ 78.67	59,385	D	
Common Stock	11/06/2006		S		3,000	D	\$ 78.68	56,385	D	
	11/06/2006		S		2,000	D		54,385	D	

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Common Stock						\$ 78.69		
Common Stock	11/06/2006	S	10,000	D	\$ 78.7	44,385	D	
Common Stock	11/06/2006	S	2,000	D	\$ 78.71	42,385	D	
Common Stock	11/06/2006	S	3,000	D	\$ 78.74	39,385 ⁽²⁾	D	
Common Stock						4,212 ⁽³⁾	I	By 401(k)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32	11/06/2006		M	27,263	⁽⁴⁾ 12/18/2012	Common Stock 27,263

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAWSON RODGER A C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777	Vice Chairman

Signatures

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

11/08/2006

__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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2006.
Following the transactions reported on this Form 4, the reporting person continues to hold 39,385 shares directly and 4,212 shares indirectly through the 401(k). The reporting person also holds an additional 3,839 shares in the deferred compensation plan, 243,498 vested stock options, 169,920 unvested stock options and 90,487 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
- (2)
- (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 vested in three equal annual installments on December 18, 2003, 2004 and 2005.

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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