

PRUDENTIAL FINANCIAL INC  
 Form FWP  
 November 29, 2007

Filed Pursuant to Rule 433  
 Registration Nos. 333-132469  
 333-132469-01  
 333-132469-02

**Prudential Financial, Inc.**

**\$750,000,000 6.00% Medium-Term Notes, Series D**

**Due December 1, 2017**

**Final Term Sheet, November 28, 2007**

<b>Issuer</b>	Prudential Financial, Inc.
<b>Ratings</b>	A3 / A+ / A (positive / stable / stable)
<b>Security</b>	Medium-Term Notes, Series D
<b>Trade Date</b>	November 28, 2007
<b>Settlement Date (T+3 days)</b>	December 3, 2007
<b>Maturity Date</b>	December 1, 2017
<b>Principal Amount</b>	\$750,000,000
<b>Price to Investors</b>	99.356%
<b>Gross Proceeds</b>	\$745,170,000
<b>Pricing Benchmark</b>	4.25% UST due 11/2017
<b>Benchmark Yield</b>	4.037%
<b>Spread to Benchmark</b>	205 basis points
<b>Re-offer Yield</b>	6.087%
<b>Coupon</b>	6.00% per annum
<b>Interest Payment Dates</b>	Semi-Annually on each June 1 and December 1 of each year, commencing June 1, 2008 and ending on the Maturity Date
<b>Day Count Convention</b>	30 / 360
<b>Denominations</b>	Minimum denominations of \$1,000 with increments of \$1,000 thereafter
<b>Joint Bookrunners</b>	Citigroup Global Markets Inc.; J.P. Morgan Securities Inc.; Morgan Stanley & Co. Incorporated
<b>Billing and Delivery Agent</b>	Citigroup Global Markets Inc.
<b>Co-Managers</b>	BMO Capital Markets Corp.; Loop Capital Markets, LLC
<b>CUSIP Number</b>	74432QBC8
<b>Reports and Events of Default</b>	The indenture, to the extent relating to the 6.00% notes and all future series of securities under the indenture, provides that any documents or reports that Prudential Financial may be required to file with the SEC pursuant to Section 13 or 15(d) of the Securities and Exchange Act will be filed with the trustee within 15 days after Prudential Financial has filed those documents or reports with the SEC. Under the Trust Indenture Act of 1939, as amended, Prudential Financial may have a separate obligation to file with the trustee documents or reports it is required to file with the SEC. Prudential Financial's failure to comply with either filing obligation is not an event that will result in an event of default under the indenture. Accordingly, acceleration of Prudential Financial's obligations under the 6.00% notes will not be a remedy for its failure to

## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form FWP

file those documents or reports with the trustee, and you may have no remedy for the failure other than an action in damages. For other outstanding series of notes of Prudential Financial, acceleration is a remedy, upon appropriate notice and passage of time, for the holders of those securities for Prudential Financial's failure to file documents or reports with the trustee.

Investing in the Notes involves a number of risks. See "Risk Factors" beginning on page S-5 of the accompanying prospectus supplement.

Prudential Financial, Inc. has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents Prudential Financial, Inc. has filed with the SEC for more complete information about the issuer and this offering. You should rely on the prospectus, prospectus supplement and any relevant free writing prospectus or pricing supplement for complete details. You may get these documents for free by visiting the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus and the prospectus supplement may be obtained from Citigroup Global Markets Inc. by calling toll free at 1-877-858-5407 or J.P. Morgan Securities Inc by calling 1-212-834-4533 or Morgan Stanley & Co. Incorporated by calling toll free at 1-866-718-1649.