

PRUDENTIAL FINANCIAL INC  
Form 8-K  
May 12, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2010

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction  
of incorporation)

001-16707  
(Commission File  
Number)  
751 Broad Street

22-3703799  
(I.R.S. Employer  
Identification No.)

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Newark, New Jersey 07102

(Address of principal executive offices and zip code)

(973) 802-6000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Prudential Financial, Inc. s (the Company ) Annual Meeting of Shareholders was held on May 11, 2010. Shareholders voted on the matters set forth below.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| Nominee                  | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Thomas J. Baltimore, Jr. | 261,336,523 | 1,211,753     | 1,556,501   | 23,100,927       |
| Gordon M. Bethune        | 258,765,305 | 3,833,329     | 1,506,143   | 23,100,927       |
| Gaston Caperton          | 261,067,358 | 1,477,469     | 1,559,950   | 23,100,927       |
| Gilbert F. Casellas      | 249,669,312 | 12,849,065    | 1,586,400   | 23,100,927       |
| James G. Cullen          | 257,877,873 | 4,708,509     | 1,518,395   | 23,100,927       |
| William H. Gray III      | 259,363,749 | 3,151,301     | 1,589,727   | 23,100,927       |
| Mark B. Grier            | 261,338,951 | 1,337,077     | 1,428,749   | 23,100,927       |
| Jon F. Hanson            | 259,994,292 | 2,570,330     | 1,540,155   | 23,100,927       |
| Constance J. Horner      | 258,641,175 | 3,994,406     | 1,469,196   | 23,100,927       |
| Karl J. Krapek           | 261,220,758 | 1,277,978     | 1,606,041   | 23,100,927       |
| Christine A. Poon        | 261,362,874 | 1,223,955     | 1,517,948   | 23,100,927       |
| John R. Strangfeld       | 248,952,598 | 13,754,296    | 1,397,883   | 23,100,927       |
| James A. Unruh           | 256,287,280 | 6,178,780     | 1,638,717   | 23,100,927       |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2010 was approved based upon the following votes:**

|                    |             |
|--------------------|-------------|
| Votes for approval | 284,419,236 |
| Votes against      | 1,619,063   |
| Abstentions        | 1,167,405   |

There were no broker non-votes for this item.

**3. The proposal to approve, on an advisory basis, the overall executive compensation policies and procedures of the Company for its named executive officers was approved based upon the following votes:**

|                    |             |
|--------------------|-------------|
| Votes for approval | 245,090,096 |
| Votes against      | 35,189,297  |
| Abstentions        | 6,926,311   |

There were no broker non-votes for this item.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 12, 2010

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran  
Name: Margaret M. Foran

Title: Chief Governance Officer,  
Vice President and Corporate Secretary