

PRUDENTIAL FINANCIAL INC
 Form 4
 November 17, 2006

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Blount Susan L

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & General Counsel

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

(Street)

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

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

NEWARK, NJ 071023777

(City) (State) (Zip)

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 11/15/2006 | | M | | 10,088 | \$ 33.95 | D | |
| Common Stock | 11/15/2006 | | S ⁽¹⁾ | | 1,088 | \$ 79.65 | D | |
| Common Stock | 11/15/2006 | | S | | 500 | \$ 79.86 | D | |
| Common Stock | 11/15/2006 | | S | | 1,500 | \$ 80 | D | |
| | 11/15/2006 | | S | | 1,000 | | D | |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|--|----------|----------------------|---|-----------|
| Common Stock | | | | | | \$ 80.06 | | | |
| Common Stock | 11/15/2006 | S | 500 | D | | \$ 80.09 | 12,168 | D | |
| Common Stock | 11/15/2006 | S | 1,000 | D | | \$ 80.1 | 11,168 | D | |
| Common Stock | 11/15/2006 | S | 1,000 | D | | \$ 80.15 | 10,168 | D | |
| Common Stock | 11/15/2006 | S | 1,000 | D | | \$ 80.2 | 9,168 | D | |
| Common Stock | 11/15/2006 | S | 1,000 | D | | \$ 80.23 | 8,168 | D | |
| Common Stock | 11/15/2006 | S | 1,000 | D | | \$ 80.3 | 7,168 | D | |
| Common Stock | 11/15/2006 | S | 500 | D | | \$ 80.4 | 6,668 ⁽²⁾ | D | |
| Common Stock | | | | | | | 634 ⁽³⁾ | 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) | \$ 33.95 | 11/15/2006 | | M | 10,088 | ⁽⁴⁾ | 06/19/2012 | Common Stock | 10,088 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blount Susan L C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777 | | | SVP & General Counsel | |

Signatures

By: /s/ Kathleen M. Gibson, 11/17/2006
 Attorney-in-fact

**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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2006.
- (2) Following the transactions reported on this Form 4, the reporting person continues to hold 6,668 shares directly and 634 shares indirectly through the 401(k). The reporting person also holds 17,233 vested stock options, 26,074 unvested stock options and 7,065 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
- (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 June 19, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.