GRAY III WILLIAM H

Form 4

April 02, 2003

SEC Form 4

| FORM 4 | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | OMB APPROVAL | | |
|-----------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------|--|--|
| [] Check this box if no lon subject to Section 16. For or Form 5 obligations may continue See Instruction 1(b). | m 4 | | W ATEMENT OF CHA | Expires: Janua Estimated aver | OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden | | | | | |
| (Print or Type Responses) | | • | ant to Section 16(a) of the Company Act of 1935 or | | onse 0.5 | | | | | |
| 1. Name and Address of Re Person* Gray, III, William H. | eporting | | r Name and Ticker or Ti | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) (First) (Middle) c/o Prudential Financial, Inc., Corporate Compliance 751 Broad Street, 4th floor | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement f Month/Day April 01, 20 | /Year | X Director 10% Owner Officer Other 7. Individual or Joint/Group Filing (Check Applicable) | | | | |
| Newark, NJ (Street) (City) (State) (Zip) | 5 | | Date of Ori | 5. If Amendment, Date of Original (Month/Day/Year) | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| Table I - Non-Derivative | e Securitie | s Acqui | red, Disposed of, or Be | neficially Own | ed | | | | | |
| , | Fransaction Month/Day | | | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acqu (A) or Disposed (I Of (Instr. 3, 4, and | Securities Beneficial | ship Form: Direct(D) or Indirect (I) (s) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount A/D P | rice | | | | |
| | | | | | | | | | | |
| Reminder: Report on a sepa beneficially owned directly * If the form is filed by mor Instruction 4(b)(v). | or indirect | ly. | | | in this form are is the form displays num | not required to s a currently valid (| | (over) SEC 1474 (9-02) | | |

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| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------|------------|-------------|------------|---------------------|--------------|------------|--------------|--------|---------------|--|
| | 1. Title of | 2. Conver- | 3. | 3A. Deemed | 4. | 5. Number | 6. Date | 7. Title and | 8. Price | 9. Number of | 10. | 11. Nature of | |
| | Derivative | sion or | Transaction | Execution | Transaction | of | Exercisable(DE) and | Amount of | of | Derivative | Owner- | Indirect | |
| | Security | Exercise | Date | Date, if | Tansaction | Derivative | Expiration | Underlying | Derivative | Securities | ship | Beneficial | |
| ı | | | | | | | | | | | | | |

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| (In | str. 3) | Price of Deri- vative Security | (Month/ Day/ Year) | any (Month/ Day/ Year) | Code and Voluntary (V) Code (Instr.8) | Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | (Month/Day/Year) | Securities (Instr. 3 and 4) | Security (Instr.5) | Following Reported Transactions (Instr.4) | Deriv- ative Security: | Ownership (Instr.4) |
|-------|---------|-----------------------------------------|--------------------------|---------------------------------|---------------------------------------|------------------------------------------------------------------------------------|------------------|-----------------------------------|-----------------------|----------------------------------------------------|------------------------------|------------------------|
| Notio | nal | | | | | (1) | | Common | *** | | | |
| Share | | 1-for-1 | 04/01/2003 | | Al | (A) 662 | 1 (1) (()) | Common Stock - 662 | \$29.25 | 7,650 | D | |

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ Kathleen M. Gibson __04-01-2003__

Date

** Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Power of Attorney

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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.

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Form 4 (continued)

FOOTNOTE Descriptions for Prudential Financial, Inc. (PRU)

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William H. Gray, III c/o Prudential Financial, Inc., Corporate Compliance 751 Broad Street, 4th floor Newark, NJ 07102

Explanation of responses:

(1) Notional shares are payable in common stock on a date following termination of service on the Board of Directors.

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