

PRUDENTIAL FINANCIAL INC
Form 4
December 15, 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 *
BANTA VIVIAN 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)
12/13/2006

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

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) | 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 | 12/13/2006 | | M | | 137,615 | A | \$ 29.9 |
| Common Stock | 12/13/2006 | | S | | 1,562 | D | \$ 86.56 |
| Common Stock | 12/13/2006 | | S | | 3,000 | D | \$ 86.57 |
| Common Stock | 12/13/2006 | | S | | 3,000 | D | \$ 86.58 |
| | 12/13/2006 | | S | | 2,500 | D | 148,440 |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|-------|----------|------------------------|---|-----------|
| Common Stock | | | | | \$ | | | | |
| | | | | | 86.59 | | | | |
| Common Stock | 12/13/2006 | | S | 2,000 | D | \$ 86.6 | 146,440 | D | |
| Common Stock | 12/13/2006 | | S | 2,500 | D | \$ 86.54 | 143,940 | D | |
| Common Stock | 12/13/2006 | | S | 3,000 | D | \$ 86.51 | 140,940 | D | |
| Common Stock | 12/13/2006 | | S | 1,500 | D | \$ 86.52 | 139,440 | D | |
| Common Stock | 12/13/2006 | | S | 2,000 | D | \$ 86.4 | 137,440 | D | |
| Common Stock | 12/13/2006 | | S | 1,000 | D | \$ 86.38 | 136,440 | D | |
| Common Stock | 12/13/2006 | | S | 2,000 | D | \$ 86.39 | 134,440 | D | |
| Common Stock | 12/13/2006 | | S | 3,000 | D | \$ 86.3 | 131,440 | D | |
| Common Stock | 12/13/2006 | | S | 2,000 | D | \$ 86.25 | 129,440 | D | |
| Common Stock | 12/13/2006 | | S | 1,500 | D | \$ 86.22 | 127,940 | D | |
| Common Stock | 12/13/2006 | | S | 9,400 | D | \$ 86.1 | 118,540 | D | |
| Common Stock | 12/13/2006 | | S | 5,000 | D | \$ 86.13 | 113,540 | D | |
| Common Stock | 12/13/2006 | | S | 4,000 | D | \$ 86.12 | 109,540 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 453 ⁽²⁾ | 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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------------------|------|---|---------|------------------|-----------------|--------------|----------------------|
| | | V | (A) (D) | | | | |
| Employee Stock Option (right to buy) | M | | 137,615 | (3) | 02/11/2013 | Common Stock | 137,615 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| BANTA VIVIAN L C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777 | | | Vice Chairman | |

Signatures

By: /s/ Sue J. Nam,
Attorney-in-fact
Date: 12/15/2006

**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) Following the transactions reported on this Form 4, the reporting person continues to hold 109,540 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,562 shares in the deferred compensation plan, 149,835 vested stock options, 172,249 unvested stock options and 92,816 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
 - (2) 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).
 - (3) The option vested in three equal annual installments on February 11, 2004, 2005 and 2006.

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