

PRUDENTIAL FINANCIAL INC  
Form S-8  
September 20, 2006

---

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

---

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

Prudential Plaza  
751 Broad Street  
Newark, New Jersey 07102  
(973) 802-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**THE PRUDENTIAL DEFERRED COMPENSATION PLAN FOR**  
**NON-EMPLOYEE DIRECTORS**

(Full Title of the Plan)

Susan L. Blount, Esq.

Senior Vice President and General Counsel

Prudential Financial, Inc.

**Prudential Plaza**

**751 Broad Street**

**Newark, New Jersey 07102**

**(973) 802-7001**

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount</b>	<b>Proposed Maximum Offering Price Per</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
<b>Securities to Be Registered (1)</b>	<b>to Be Registered</b>	<b>Share (2)</b>		<b>(2)</b>
Common Stock, par value \$0.01 per share	400,000	\$ 72.90	\$ 29,160,000	\$ 3,120.12
Deferred Compensation Obligations	\$ 50,000,000	100%	\$ 50,000,000	\$ 5,350

- (1) The number of shares being registered represents a portion of the shares potentially issuable under The Prudential Deferred Compensation Plan for Non-Employee Directors. The Deferred Compensation Obligations are unsecured obligations of Prudential Financial Inc. to pay deferred compensation in the future in accordance with the terms of the Plan. Such indeterminate number of additional shares as may be issuable pursuant to the recapitalization provisions of the Plan is hereby also registered.
- (2) Computed pursuant to Rule 457(h) solely for purpose of determining the registration fee, based upon an assumed price of \$72.90 per share, which was the average of the high and low prices of the Common Stock on September 13, 2006, as reported on the New York Stock Exchange.
-

**Part I**

**Information Required in the Section 10(a) Prospectus**

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act ).

**Part II**

**Information Required in the Registration Statement**

**Incorporation of Certain Documents by Reference.**

The registration statement on Form S-8 is being filed solely to register additional securities of the same class as other securities for which a registration statement filed on Form S-8 and relating to The Prudential Financial, Inc. Deferred Compensation Plan for Non-Employee Directors (the Plan ) is effective. In accordance with General Instruction E on Form S-8, Prudential Financial, Inc. (the Company ) hereby incorporates by reference the Company s registration statement on Form S-8 (No. 333-102362) relating to the Plan, originally filed with the Securities and Exchange Commission on January 6, 2003.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on this 20th day of September, 2006.

PRUDENTIAL FINANCIAL, INC.

By: /S/ Richard J. Carbone  
**Name: Richard J. Carbone**  
**Title: Senior Vice President and**

**Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 20th day of September, 2006.

<b>Name</b>	<b>Title</b>
/S/ Arthur F. Ryan <b>Arthur F. Ryan*</b>	Chairman, Chief Executive Officer, President and Director
/S/ Richard J. Carbone <b>Richard J. Carbone</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/S/ Peter B. Sayre <b>Peter B. Sayre</b>	Senior Vice President and Controller (Principal Accounting Officer)
/S/ Frederic K. Becker <b>Frederic K. Becker*</b>	Director

/S/ Gordon M. Bethune <b>Gordon M. Bethune*</b>	Director
/S/ Gaston Caperton <b>Gaston Caperton*</b>	Director
/S/ Gilbert F. Casellas <b>Gilbert F. Casellas*</b>	Director
/S/ James G. Cullen <b>James G. Cullen*</b>	Director
/S/ William H. Gray, III <b>William H. Gray, III*</b>	Director
/S/ Jon F. Hanson <b>Jon F. Hanson*</b>	Director
/S/ Constance J. Horner <b>Constance J. Horner*</b>	Director
/S/ Karl J. Krapek <b>Karl J. Krapek*</b>	Director
/S/ Christine A. Poon <b>Christine A. Poon*</b>	Director
/S/ James A. Unruh <b>James A. Unruh*</b>	Director

\*Signed by Attorney-in-Fact

/S/ Richard J. Carbone  
**Richard J. Carbone**

**INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8**

**Exhibits**

- 5.1 Opinion of McCarter & English, LLP
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of McCarter & English, LLP (included in Exhibit 5.1)
- 24.1 Powers of Attorney