

PRUDENTIAL FINANCIAL INC
Form 4
December 11, 2007

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 *
STRANGFELD JOHN R JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O PRUDENTIAL FINANCIAL, INC., 751 BROAD STREET, 4TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2007

NEWARK, NJ 071023777

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | 2,000 | D \$ 96.62 | 130,652 | D |
| Common Stock | 12/07/2007 | | S ⁽²⁾ | 3,000 | D \$ 96.63 | 127,652 | D |
| Common Stock | 12/07/2007 | | S | 5,000 | D \$ 96.7 | 122,652 | D |
| Common Stock | 12/07/2007 | | S | 5,000 | D \$ 96.72 | 117,652 | D |
| | 12/07/2007 | | S | 3,000 | D | 114,652 | D |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|--|----------|-----------------------|---|-----------|
| Common Stock | | | | | | \$ 96.74 | | | |
| Common Stock | 12/07/2007 | S | 5,000 | D | | \$ 96.75 | 109,652 | D | |
| Common Stock | 12/07/2007 | S | 3,500 | D | | \$ 96.78 | 106,152 | D | |
| Common Stock | 12/07/2007 | S | 2,500 | D | | \$ 96.79 | 103,652 | D | |
| Common Stock | 12/07/2007 | S | 5,000 | D | | \$ 96.8 | 98,652 | D | |
| Common Stock | 12/07/2007 | S | 400 | D | | \$ 96.95 | 98,252 | D | |
| Common Stock | 12/07/2007 | S | 600 | D | | \$ 96.96 | 97,652 | D | |
| Common Stock | 12/07/2007 | S | 3,097 | D | | \$ 97.18 | 94,555 ⁽³⁾ | D | |
| Common Stock | | | | | | | 799 ⁽⁴⁾ | I | By 401(k) |
| Common Stock | | | | | | | 539 ⁽⁵⁾ | I | By Spouse |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

By: /s/ Kathleen M. Gibson, 12/11/2007
 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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2007.
- (2) Form 2 of 2.
 Following the transactions reported on this Form 4, the reporting person continues to hold 94,555 shares directly and 799 shares indirectly through the 401(k). The reporting person also holds an additional 20,982 shares in the deferred compensation plan, 199,036 vested stock options, 145,738 unvested stock options and 77,123 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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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.