

PRUDENTIAL FINANCIAL INC  
 Form 4  
 January 04, 2007

**FORM 4**

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

OMB APPROVAL

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**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)  
 C/O PRUDENTIAL FINANCIAL, INC., 751 BROAD STREET, 4TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/03/2007

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

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)	(A) or (D)	5. Amount or Price	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)
Common Stock	01/03/2007		M	21,810	A	\$ 32	70,350	D	
Common Stock	01/03/2007		S <sup>(1)</sup>	1,810	D	\$ 85.97	68,540	D	
Common Stock	01/03/2007		S	1,500	D	\$ 86.2	67,040	D	
Common Stock	01/03/2007		S	1,500	D	\$ 86.25	65,540	D	
	01/03/2007		S	1,500	D		64,040	D	

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Common Stock						\$ 86.36		
Common Stock	01/03/2007	S	1,500	D	\$ 86.4	62,540	D	
Common Stock	01/03/2007	S	3,000	D	\$ 86.5	59,540	D	
Common Stock	01/03/2007	S	1,500	D	\$ 86.41	58,040	D	
Common Stock	01/03/2007	S	2,000	D	\$ 86.55	56,040	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.6	55,040	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.7	54,040	D	
Common Stock	01/03/2007	S	1,500	D	\$ 86.75	52,540	D	
Common Stock	01/03/2007	S	1,500	D	\$ 86.8	51,040	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.85	50,040	D	
Common Stock	01/03/2007	S	500	D	\$ 86.9	49,540	D	
Common Stock	01/03/2007	S	1,000	D	\$ 86.92	48,540 <sup>(2)</sup>	D	
Common Stock						453 <sup>(3)</sup>	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)
				Code V	(A) (D)		Title

