

PRUDENTIAL FINANCIAL INC

Form 4

January 04, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BANTA VIVIAN L

(Last) (First) (Middle)

C/O PRUDENTIAL FINANCIAL,  
INC., 751 BROAD STREET, 4TH  
FLOOR

(Street)

NEWARK, NJ 071023777

(City) (State) (Zip)

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

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

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price    |                                                                                               |                                                          |                                                       |
| 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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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code V                         | (A) (D)                                                                                 |                                                          | Title                                                         |

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|                                                  |       |            |   |        |     | Date<br>Exercisable | Expiration<br>Date |        | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------------------|-------|------------|---|--------|-----|---------------------|--------------------|--------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 32 | 01/03/2007 | M | 21,810 | (4) | 12/18/2012          | Common<br>Stock    | 21,810 |                                     |

## Reporting Owners

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

## Signatures

By: /s/ Kathleen M. Gibson,  
Attorney-in-fact

01/04/2007

\*\*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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2006.
- (2) Following the transactions reported on this Form 4, the reporting person continues to hold 48,540 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,727 shares in the deferred compensation plan, 128,025 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).
- (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 option vested in three equal annual installments on December 18, 2003, 2004 and 2005.

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.