

PRUDENTIAL FINANCIAL INC

Form 424B3

May 23, 2008

**This pricing supplement, which is subject to completion, relates to an automatically effective Registration Statement under the Securities Act of 1933, as amended. We may not sell the notes until we deliver a final pricing supplement. This pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these notes in any jurisdiction where such an offer would not be permitted.**

**Subject to completion, dated May 22, 2008**

**Filed Pursuant to Rule 424(b)(3)**

**Registration Statement No. 333-132469**

**333-132469-01**

**333-132469-02**

**PRICING SUPPLEMENT, NO.**

**DATED**                   , 2008

**(To Prospectus dated March 16, 2006 and**

**Prospectus Supplement dated March 16, 2006)**

**Prudential Financial, Inc.**

**\$**

**100% Principal Protected Inflation-Linked**

**Retail Medium-Term Notes Due June 10, 2018**

This pricing supplement relates to \$                    principal amount of Inflation-Linked Retail Medium-Term Notes, or the    notes,    of Prudential Financial, Inc. You should read this pricing supplement in conjunction with the prospectus dated March 16, 2006 and prospectus supplement dated March 16, 2006. Unless otherwise defined herein, capitalized terms used herein have the meanings given to them in the accompanying prospectus, as supplemented.

We will pay interest on the notes on the 10<sup>th</sup> calendar day of each month, which we refer to as an Interest Payment Date, beginning July 10, 2008. Until July 10, 2008, the annual interest rate payable on the notes will be 6.44%. Thereafter, the annual interest rate will be equal to the Inflation Index Adjustment, which will be determined as described in the accompanying prospectus supplement under Description of Retail Medium-Term Notes Indexed Retail Medium-Term Notes Inflation-Linked Rate, plus 2.50%, or 250 basis points. However, at no time will the annual interest rate for any interest payment period be less than zero.

We will base the Inflation Index Adjustment for each interest payment period on the percentage change in the U.S. Consumer Price Index, or CPI, as defined in the accompanying prospectus supplement under Description of Retail Medium-Term Notes Indexed Retail Medium-Term Notes Inflation-Linked Rate. The Inflation Index Adjustment may be a positive or negative rate in any interest payment period. We will calculate the Inflation Index Adjustment monthly and reset the interest rate on the notes monthly.

The notes are expected to price on or about June 11, 2008 and will mature and be payable at 100% of their principal amount on June 10, 2018, plus any accrued and unpaid interest thereon to but excluding that date, and will not be subject to redemption prior to maturity. The notes will represent unsecured unsubordinated indebtedness of Prudential Financial, Inc. and will rank equally with its other unsecured unsubordinated indebtedness from time to time outstanding.

Investing in the notes involves certain risks, including those described in the **Additional Risk Factors** section beginning on page PS-2 of this pricing supplement, the **Risk Factors** section beginning on page S-6 of the accompanying prospectus supplement, and the **Notes Regarding Forward-Looking Statements and Certain Risks** section beginning on page 3 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this pricing supplement, the accompanying prospectus or the accompanying prospectus supplement. Any representation to the contrary is a criminal offense.

	Purchasing Agent s		
	Price to Public (1)	Discount(2)	Proceeds, Before Expenses, to Us (3)
Per Note	%	%	%
Total	\$	\$	\$

- (1) Plus accrued interest, if any, from June 16, 2008 if settlement occurs after that date. Wachovia Capital Markets, LLC ( Wachovia Securities ) proposes to reoffer notes for sale, from time to time, in one or more negotiated transactions, at prices that may be different than par. These sales may occur at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.
  - (2) In connection with this offering, Prudential Financial, Inc. or its affiliate entered into a swap transaction with an affiliate of Wachovia Securities to hedge certain of its payment obligations under the notes. See Underwriting.
  - (3) Net of accrued interest, if any, from June 16, 2008, if settlement occurs after that date.
- The Agent expects to deliver the notes in book-entry form only, through the facilities of The Depository Trust Company, New York, New York, on or about June 16, 2008.

**WACHOVIA SECURITIES**

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**ADDITIONAL RISK FACTORS**

*You should carefully consider the following discussion of risks, and the other information provided in the accompanying prospectus and prospectus supplement. The notes will not be an appropriate investment for you if you are not knowledgeable about significant features of the notes, about our financial condition, operations and business or financial matters in general. You should not purchase the notes unless you understand, and know that you can bear, these risks. For further discussion of the risks related to an investment in inflation-linked notes, see Risk Factors Risks Related to an Investment in Inflation-Linked Notes in the accompanying prospectus supplement.*

**During periods in which year-over-year inflation is negative, the interest rate applicable to the notes for any interest payment period could be lower than 2.50% and as low as zero.**

During periods of reduced inflation, the interest rate applicable to the notes for any interest payment period will decrease, and during periods in which year-over-year inflation is negative, which we refer to as deflation, the applicable interest rate on the notes for such interest periods will be less than 2.50% per annum and as low as zero. Therefore, if the Inflation Index Adjustment were to decrease to 1.00% based on the observed change in the CPI, for example, the annual interest rate in that period would be 2.50% above the Inflation Index Adjustment, or 3.50%. In a period of deflation, the Inflation Index Adjustment would be negative, which then could result in an interest rate below 2.50% and as low as zero. For example, if the Inflation Index Adjustment were -1.00%, the annual interest rate in that period would be 1.50%, and if the Inflation Index Adjustment were -2.50%, the interest rate in that period would be zero.

**The yield on the notes may be lower than the yield on a standard debt security of comparable maturity.**

The amounts we will pay you on Interest Payment Dates and the Maturity Date may be less than the return you could have earned on other investments. Because the level of the CPI as of each Interest Payment Date may be less than, equal to or only somewhat greater than its value as of the previous Interest Payment Date, and because interest payments after July 10, 2008 are determined by the level of the CPI, the effective yield to maturity on notes may be less than that which would be payable on a conventional fixed-rate, non-callable debt security of Prudential Financial, Inc. of comparable maturity.

**Floating rate notes differ from fixed rate notes.**

The annual interest rate paid by us on the notes for each interest payment period will be equal to the Inflation Index Adjustment plus 2.50%, which may be less than returns otherwise payable on debt securities issued by us with similar maturities. You should consider, among other things, the overall potential annual percentage rate of interest to maturity of the notes as compared to other investment alternatives.

**The inclusion of any commissions and estimated profit from hedging in the original issue price is likely to adversely affect secondary market prices.**

Assuming no change in market conditions or any other relevant factors, the price, if any, at which Wachovia Securities is willing to purchase notes in secondary market transactions will likely be lower than the original issue price, because the original issue price includes, and secondary market prices are likely to exclude, any commissions paid with respect to the notes, as well as the estimated profit included in the cost of hedging our obligations under the notes. In addition, any such prices may differ from values determined by pricing models used by Wachovia Securities as a result of dealer discounts, markups or other transaction costs. See Underwriting.

**CERTAIN NOTE TERMS**

1. Aggregate Original Principal Amount: \$
2. Issue Date: June 16, 2008
3. Maturity Date: June 10, 2018
  - (a) Amount Payable on the Maturity Date: 100% of principal amount, plus any accrued and unpaid interest thereon to but excluding that date
4. Interest Category: Indexed Notes
5. Trustee: The Bank of New York, as successor trustee under an indenture dated as of April 25, 2003, as supplemented and amended. Citibank, N.A. will act as paying agent, registrar and transfer agent for the notes.
6. Calculation Agent: Wachovia Bank, N.A.
7. Purchasing Agent: Wachovia Capital Markets, LLC
8. Interest:
  - (a) Frequency of Interest Payments: Monthly, with an initial interest payment period from and including the Issue Date to but excluding July 10, 2008
  - (b) Interest Payment Dates: The 10<sup>th</sup> calendar day of each month, commencing July 10, 2008, or if such date is not a Business Day, the next succeeding Business Day (unadjusted)
  - (c) Interest Rate: The Inflation Index Adjustment + Spread, subject to the Minimum Interest Rate Limitation
  - (d) Day Count: 360-day year of twelve 30-day months
  - (e) Inflation Index Adjustment: The Inflation Index Adjustment (expressed as a percentage per year) for an interest payment period will be calculated as described in the accompanying prospectus supplement under Description of Retail Medium-Term Notes Indexed Retail Medium-Term Notes Inflation-Linked Rate. The interest rate for the initial interest payment period from and including the Issue Date to but excluding July 10, 2008, is 6.44% per annum.  
The inflation index adjustment (expressed as a percentage per year) for an interest payment period will be calculated as follows:

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$$\text{Inflation index adjustment} = \frac{(\text{Ref CPI}_n - \text{Ref CPI}_{n-12})}{\text{Ref CPI}_{n-12}}$$

The inflation index adjustment will be expressed as a percentage, rounded to the nearest one-hundredth of one percent. All percentages resulting from any intermediate calculation on the notes will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005% rounded up to 0.00001%. All coupon amounts used in or resulting from such calculation on the notes will be rounded to the nearest one-hundredth of a percentage point, with 0.005% rounded up to 0.01%.

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Ref  $CPI_n$  = As to any Interest Reset Date, the level of CPI for the third calendar month (the Reference Month) preceding the month in which that Interest Reset Date occurs, as reported in the second calendar month prior to such Interest Reset Date.

Ref  $CPI_{n-12}$  = As to any Interest Reset Date, the level of CPI for the 12th calendar month preceding the relevant Reference Month.

CPI means the non-seasonally adjusted U.S. City Average All Items Consumer Price Index for All Urban Consumers, which is published monthly by the Bureau of Labor Statistics of the U.S. Department of Labor, as reported on Bloomberg page CPURNSA or any successor service.

- (f) Spread: 2.50%
- (g) Interest Reset Date: the 10<sup>th</sup> calendar day of each month (unadjusted), beginning on July 10<sup>th</sup>, 2008, unadjusted
- (h) Interest Determination Date: The 5<sup>th</sup> business day preceding each Interest Payment Date
- (i) Minimum Interest Rate Limitation: Zero per year for each interest payment period

*Example.* For example, for the Interest Payment Period from and including July 10, 2008 to but excluding August 10, 2008,  $CPI_n$  will be 214.823, the CPI for April 2008 (the Reference Month), and  $Ref\ CPI_{n-12}$  will be 206.686, the CPI for April 2007 (which is the CPI for the 12th calendar month preceding the Reference Month). The rate at which interest will be paid for that period will be calculated as follows:

Inflation Index Adjustment =

$$= (Ref\ CPI_n - Ref\ CPI_{n-12}) / Ref\ CPI_{n-12}$$

$$= (214.823 - 206.686) / 206.686$$

$$= 0.0394$$

$$\text{Spread} = 2.50\%$$

$$\text{Interest Rate} = 0.0394 + 0.0250 = 0.0644 = 6.44\%$$

The following table sets forth the CPI from January 2003 to April 2008, as reported by the Bureau of Labor Statistics of the U.S. Department of Labor.

Month	2008	2007	2006	2005	2004	2003
January	211.080	202.416	198.3	190.7	185.2	181.7
February	211.693	203.499	198.7	191.8	186.2	183.1
March	213.528	205.352	199.8	193.3	187.4	184.2
April	214.823	206.686	201.5	194.6	188.0	183.8
May		207.949	202.5	194.4	189.1	183.5
June		208.352	202.9	194.5	189.7	183.7
July		208.299	203.5	195.4	189.4	183.9
August		207.917	203.9	196.4	189.5	184.6
September		208.490	202.9	198.8	189.9	185.2
October		208.936	201.8	199.2	190.9	185.0

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November	210.177	201.5	197.6	191.0	184.5
December	210.036	201.8	196.8	190.3	184.3

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As previously stated, movements in the CPI that have occurred in the past are not necessarily indicative of changes that may occur in the future, which may be wider or more confined than those that have occurred historically.

After July 10, 2008, the interest payable on the notes on any Interest Payment Date will be reduced in the event that the inflation index adjustment, derived from the CPI and used to calculate the interest then payable on the notes is less than the inflation index adjustment used to calculate the interest payable on the notes on the preceding Interest Payment Date.

9. Credit ratings of Prudential Financial, Inc.:  
S&P A+

Moody's A3

The notes are not rated. The credit ratings above are those of Prudential Financial, Inc. As of the date hereof, Prudential Financial, Inc. is rated A+ by Standard & Poor's Ratings Services, a division of McGraw-Hill, Inc. (S&P) and A3 by Moody's Investors Service Inc. (Moody's). A credit rating reflects the creditworthiness of Prudential Financial, Inc. and is not a recommendation to buy, sell or hold securities. The credit rating may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating. The creditworthiness of Prudential Financial, Inc. does not affect or enhance the likely performance of the investment other than the ability of the Issuer to meet its obligations.

10. Survivor's Option: No

11. Further Issuances

Prudential Financial, Inc. may, from time to time, without the consent of the existing holders, issue additional notes with the same terms as the notes, except for the issue date, issue price, initial interest accrual date and, depending on the issue date, the initial interest payment date. Any such additional note will bear the same CUSIP number and be fungible with the notes offered by this pricing supplement.

12. CUSIP Number: 74432RAL7

13. ISIN Number:

Initial trades settle flat and clear SDFS: DTC Book Entry only, DTC number via Wachovia Capital Markets, LLC

#### UNDERWRITING

In connection with this offering, Prudential Financial, Inc. entered into a swap transaction with an affiliate of Wachovia Securities (the Hedging Counterparty) to hedge certain of its payment obligations under the notes.

Wachovia Securities proposes to reoffer notes for sale, from time to time, in one or more negotiated transactions, at prices that may be different than par. These sales may occur at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.



**CERTAIN UNITED STATES**

**FEDERAL INCOME TAX CONSEQUENCES**

Interest paid on the notes will generally be taxable as ordinary interest income to U.S. holders. For a further description of the U.S. federal income tax considerations relating to the notes, see "Certain United States Federal Income Tax Consequences" in the accompanying prospectus supplement.

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