

PRUDENTIAL FINANCIAL INC  
Form 4  
December 04, 2006

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2006

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

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

(Street)

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

NEWARK, NJ 071023777

(City) (State) (Zip)

**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)	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	11/30/2006		M	21,810	A	\$ 32	42,697	D	
Common Stock	11/30/2006		S <sup>(1)</sup>	1,810	D	\$ 80.23	40,887	D	
Common Stock	11/30/2006		S	1,000	D	\$ 80.34	39,887	D	
Common Stock	11/30/2006		S	1,500	D	\$ 80.4	38,387	D	
	11/30/2006		S	1,000	D		37,387	D	

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Common Stock						\$ 80.42		
Common Stock	11/30/2006	S	500	D		\$ 80.44	36,887	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.46	35,887	D
Common Stock	11/30/2006	S	3,500	D		\$ 80.5	32,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.55	31,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.56	30,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.58	29,387	D
Common Stock	11/30/2006	S	3,000	D		\$ 80.6	26,387	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.62	25,387	D
Common Stock	11/30/2006	S	500	D		\$ 80.63	24,887	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.65	23,887	D
Common Stock	11/30/2006	S	1,000	D		\$ 80.66	22,887	D
Common Stock	11/30/2006	S	1,500	D		\$ 80.7	21,387	D
Common Stock	11/30/2006	S	500	D		\$ 80.74	20,887 <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.

**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.**

SEC 1474  
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Derivative Security	Code	V	(A)	(D) or Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$	32	11/30/2006	M	21,810	(4)	12/18/2012	Common Stock	21,810

## Reporting Owners

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

## Signatures

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

12/04/2006

\*\*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 20,887 shares directly and 453 shares indirectly through the 401(k). The reporting person also holds an additional 21,562 shares in the deferred compensation plan, 287,450 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.