

PRUDENTIAL FINANCIAL INC  
Form 8-K  
February 16, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 14, 2006**

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**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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**New Jersey**  
(State or other jurisdiction  
  
of incorporation)

**001-16707**  
(Commission File Number)

**22-3703799**  
(I.R.S. Employer  
  
Identification No.)

**751 Broad Street**

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Newark, New Jersey 07102

(Address of principal executive offices and zip code)

(973) 802-6000

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  - .. **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  - .. **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  - .. **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
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**Item 1.01 Entry Into a Material Definitive Agreement.**

**Stock Options**

Prudential Financial, Inc. (the Company) is filing as Exhibit 10.1 to this Form 8-K the form of Grant Acceptance Agreement relating to stock option grants to executive officers in 2006 under the Prudential Financial, Inc. Omnibus Incentive Plan.

**Performance Shares**

The Company is filing as Exhibit 10.2 to this Form 8-K the form of Grant Acceptance Agreement relating to performance share awards to executive officers in 2006 in respect of the performance period 2006 through 2008 under the Prudential Financial, Inc. Omnibus Incentive Plan

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

- 10.1 Form of Grant Acceptance Agreement relating to 2006 stock option grants under the Prudential Financial, Inc. Omnibus Incentive Plan.
- 10.2 Form of Grant Acceptance Agreement relating to 2006 Common Stock performance share awards under the Prudential Financial, Inc. Omnibus Incentive Plan.
- 10.3 Form of Grant Acceptance Agreement relating to 2003 Common Stock performance share awards under the Prudential Financial, Inc. Omnibus Incentive Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 16, 2006

PRUDENTIAL FINANCIAL, INC.

By:           /s/ Brian J. Morris          

Name: Brian J. Morris  
Title: Assistant Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of Grant Acceptance Agreement relating to 2006 stock option grants under the Prudential Financial, Inc. Omnibus Incentive Plan
10.2	Form of Grant Acceptance relating to 2006 Common Stock performance share awards under the Prudential Financial, Inc. Omnibus Incentive Plan.
10.3	Form of Grant Acceptance Agreement relating to 2003 Common Stock performance share awards under the Prudential Financial, Inc. Omnibus Incentive Plan.