

PRUDENTIAL FINANCIAL INC

Form 424B3

September 26, 2006

This pricing supplement, which is not complete, 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 September 25, 2006

Prudential Financial InterNotes®, Due One Year or More from Date of Issue

Filed under Rule 424(b)(3), Registration Statement(s) No. 333-132469, 333-132469-01 and 333-132469-02

Pricing Supplement Number 146 Dated [ ]

(to Prospectus dated March 16, 2006 and Prospectus Supplement dated March 16, 2006)

Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.

Instrument Number	Aggregate Principal Amount	Principal Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor Option	Product Ranking	Moody's Rating
AQP8	[ ]	100.000%	2.000%	[ ]	FIXED	5.850%	SEMI-ANNUAL	10/15/2021	4/15/2007	\$30.88	YES	Senior Unsecured Notes	A3

**Redemption Information:** Callable at 100.000% on 10/15/2009 and every interest payment date thereafter.

**Joint Lead Managers and Lead Agents:** Banc of America Securities LLC, INCAPITAL, LLC Agents: A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup, Edward D. Jones & Co., L.P., Fidelity Capital Markets Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, Wachovia Securities, LLC

The Prudential Financial, Inc. InterNotes will be subject to redemption at the option of Prudential Financial, Inc., in whole on the interest payment date occurring any time on or after 10/15/2009 at a redemption price equal to 100% of the principal amount of the Prudential Financial, Inc. InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus.

Instrument Number	Aggregate Principal Amount	Principal Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor Option	Product Ranking	Moody's Rating
AQQ6	[ ]	100.000%	2.500%	[ ]	FIXED	5.950%	SEMI-ANNUAL	10/15/2031	4/15/2007	\$31.40	YES	Senior Unsecured Notes	A3

**Redemption Information:** Callable at 100.000% on 10/15/2011 and every interest payment date thereafter.

**Joint Lead Managers and Lead Agents:** Banc of America Securities LLC, INCAPITAL, LLC Agents: A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup, Edward D. Jones & Co., L.P., Fidelity Capital Markets Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, Wachovia Securities, LLC

The Prudential Financial, Inc. InterNotes will be subject to redemption at the option of Prudential Financial, Inc., in whole on the interest payment date occurring any time on or after 10/15/2011 at a redemption price equal to 100% of the principal amount of the Prudential Financial, Inc. InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus.

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Prudential Financial, Inc.

Offering Dates: September 25, 2006 through  
October 02, 2006

Trade Date: Monday, October 02, 2006 @ 12:00  
PM ET

Settlement Date: Thursday, October 05, 2006

Minimum Denomination/Increments:  
\$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book  
Entry only

DTC number: 0235 via RBC Dain Rauscher Inc.

If the maturity date or an interest payment date for  
any note is not a Business Day (as defined in the  
Prospectus), principal, premium, if any, and  
interest for that note is paid on the next Business  
Day, and no interest will accrue from, and after,  
the maturity date or interest payment date.

The Prudential Financial, Inc. InterNotes will be  
represented by a master global note in fully  
registered form, without coupons. The master  
global note will be deposited with, or on behalf of,  
DTC and registered in the name of a nominee of  
DTC, as depository, or another depository as may  
be named in a subsequent pricing supplement.

*InterNotes® is a registered trademark of Incapital  
Holdings LLC. All rights reserved*

Prudential Financial, Inc.  
\$2,500,000,000.00 Prudential Financial Retail

Medium-Term Notes, including Prudential

Financial InterNotes®

Prospectus dated March 16, 2006 and the

Prospectus Supplement dated March 16, 2006