

LAWSON RODGER A  
Form 4  
December 06, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
LAWSON RODGER A

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

(Last) (First) (Middle)  
  
C/O PRUDENTIAL FINANCIAL, INC., 751 BROAD STREET, 4TH FLOOR  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/04/2006

NEWARK, NJ 071023777  
  
(City) (State) (Zip)

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

**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 or Price		
Common Stock	12/04/2006		M		27,263 A \$ 32	66,648	D
Common Stock	12/04/2006		S <sup>(1)</sup>		4,000 D \$ 81.6	62,648	D
Common Stock	12/04/2006		S		3,000 D \$ 81.65	59,648	D
Common Stock	12/04/2006		S		9,263 D \$ 81.7	50,385	D
	12/04/2006		S		2,000 D	48,385	D

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Common Stock						\$ 81.75			
Common Stock	12/04/2006	S	1,000	D		\$ 81.78	47,385	D	
Common Stock	12/04/2006	S	2,000	D		\$ 81.8	45,385	D	
Common Stock	12/04/2006	S	1,000	D		\$ 81.92	44,385	D	
Common Stock	12/04/2006	S	1,000	D		\$ 81.95	43,385	D	
Common Stock	12/04/2006	S	2,000	D		\$ 82	41,385	D	
Common Stock	12/04/2006	S	1,000	D		\$ 82.05	40,385	D	
Common Stock	12/04/2006	S	1,000	D		\$ 82.15	39,385 <sup>(2)</sup>	D	
Common Stock							4,212 <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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 32	12/04/2006		M	27,263	<sup>(4)</sup>	12/18/2012	Common Stock	27,263

## Reporting Owners

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

## Signatures

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

12/06/2006

\_\_\_\_\_  
\*\*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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2006.
- (2) Following the transactions reported on this Form 4, the reporting person continues to hold 39,385 shares directly and 4,212 shares indirectly through the 401(k). The reporting person also holds an additional 3,839 shares in the deferred compensation plan, 216,235 vested stock options, 169,920 unvested stock options and 90,487 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.