

PRUDENTIAL FINANCIAL INC
Form S-8 POS
March 28, 2003

As filed with the Securities and Exchange Commission on March 28, 2003

Registration No. 333-87778

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post Effective Amendment No. 1 to

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

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

22-2703799
(I.R.S. Employer Identification No.)

Prudential Plaza

751 Broad Street

Newark, New Jersey 07102

(Address of Principal Executive Offices)

**THE 2002 PRUDENTIAL FINANCIAL STOCK PURCHASE
PROGRAM FOR ELIGIBLE EMPLOYEES OF PRUDENTIAL
SECURITIES INCORPORATED PARTICIPATING IN VARIOUS
PRUDENTIAL SECURITIES INCORPORATED PROGRAMS**

(Full title of the Plan)

John M. Liftin

Senior Vice President and General Counsel

Prudential Financial, Inc.

Prudential Plaza

751 Broad Street

Newark, New Jersey 07102

(973) 802-7001

(Name, address and telephone number of agent for service)

DEREGISTRATION OF SECURITIES

On May 8, 2002, Prudential Financial, Inc. (Prudential) filed a registration statement on Form S-8 No. 333-87778 (the 2002 S-8) registering 12,775,000 shares of Prudential 's common stock, par value \$.01 per share (Common Stock), for issuance by Prudential under The 2002 Prudential Financial Stock Purchase Program for Eligible Employees of Prudential Securities Incorporated Participating in Various Prudential Securities Incorporated Programs (the 2002 Program). As of the date hereof, fewer than 2,000,000 shares of Common Stock have been issued under the 2002 S-8 in respect of the 2002 Program. Prudential hereby amends the 2002 S-8 to deregister 10,775,000 shares of Common Stock that remain unissued pursuant to the 2002 S-8.

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* Director

James G. Cullen

* Director

Allan D. Gilmour

* Director

William H. Gray, III

* Director

Jon F. Hanson

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<u>Name</u>	<u>Title</u>
*	Director
Glen H. Hiner	
*	Director
Constance J. Horner	
*	Director
Burton G. Malkiel	
*	Director
Ida F. S. Schmertz	
*	Director
Richard M. Thomson	
*	Director
James A. Unruh	
*	Director
Stanley C. Van Ness	

*By:

/s/ MARK B. GRIER

Mark B. Grier

Attorney-in-Fact