

PRUDENTIAL FINANCIAL INC
Form 424B3
March 20, 2008

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price ⁽¹⁾ | Amount of Registration Fee ⁽²⁾ |
|---|---|---|
| 5.050% Internotes® Due March 16, 2015 | \$4,790,000 | \$188.25 |
| 5.850% Internotes® Due March 15, 2018 | \$6,933,000 | \$272.47 |
| 6.250% Internotes® Due March 15, 2023 | \$13,160,000 | \$517.19 |
| TOTAL | | \$977.90 |

(1) Excludes accrued interest, if any.

(2) A filing fee of \$977.90 calculated in accordance with Rule 457(r), has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

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 221 Dated March 17, 2008

(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.

| CUSIP Number | Aggregate Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount |
|--------------|----------------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|
| 74432AXM7 | \$4,790,000.00 | 100.000% | 1.200% | \$4,732,520.00 | FIXED | 5.050% | SEMI-ANNUAL | 03/16/2015 | 09/15/2008 | \$24.55 |

Redemption Information: Non-Callable.

Joint Lead Managers and Lead Agents: Banc of America Securities, 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

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| 74432AXN5 | \$6,933,000.00 | 100.000% | 1.500% | \$6,829,005.00 | FIXED | 5.850% | SEMI-ANNUAL | 03/15/2018 | 09/15/2008 | \$28.44 |

Redemption Information: Callable at 100.000% on 03/15/2010 and every interest payment date thereafter.

Joint Lead Managers and Lead Agents: Banc of America Securities, 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 03/15/2010 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.

| CUSIP Number | Aggregate Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount |
|--------------|----------------------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|
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|-----------|-----------------|----------|--------|-----------------|-------|--------|-------------|------------|------------|---------|
| 74432AXP0 | \$13,160,000.00 | 100.000% | 2.000% | \$12,896,800.00 | FIXED | 6.250% | SEMI-ANNUAL | 03/15/2023 | 09/15/2008 | \$30.38 |
|-----------|-----------------|----------|--------|-----------------|-------|--------|-------------|------------|------------|---------|

Redemption Information: Callable at 100.000% on 03/15/2011 and every interest payment date thereafter.

Joint Lead Managers and Lead Agents: Banc of America Securities, 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 03/15/2011 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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|-----------------------------------|--|---|
| <p>Prudential Financial, Inc.</p> | <p>Offering Dates: March 10, 2008 through March 17, 2008 Trade Date: Monday, March 17, 2008 @12:00 PM ET Settlement Date: Thursday, March 20, 2008 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.</p> <p>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.</p> <p>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.</p> <p>The Bank of New York, as successor trustee under an indenture dated as of April 25, 2003, as supplemented and amended, will act as trustee for the Notes. Citibank, N.A. will act as paying agent, registrar and transfer agent for the Notes and will administer any survivor's options with respect thereto.</p> <p><i>InterNotes® is a registered trademark of Incapital Holdings LLC. All rights reserved</i></p> | <p>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</p> |
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