

PRUDENTIAL FINANCIAL INC
 Form 4
 December 13, 2007

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 *
GRIER MARK B

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice Chairman

(Street)
NEWARK, NJ 071023777

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 16,916 ⁽²⁾ | I | By 401(k) |
| Common Stock ⁽¹⁾ | 12/11/2007 | | M | 87,352 A \$ 45 | 149,310 | D | |
| Common Stock | 12/11/2007 | | S | 1,200 D \$ 95.9 | 148,110 | D | |
| Common Stock | 12/11/2007 | | S | 2,200 D \$ 95.65 | 119,236 | D | |
| | 12/11/2007 | | S | 1,000 D | 118,236 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | | | | | \$ 95.64 | | |
| Common Stock | 12/11/2007 | S | 800 | D | \$ 95.66 | 121,436 | D |
| Common Stock | 12/11/2007 | S | 1,000 | D | \$ 95.89 | 147,110 | D |
| Common Stock | 12/11/2007 | S | 400 | D | \$ 95.88 | 146,710 | D |
| Common Stock | 12/11/2007 | S | 300 | D | \$ 95.87 | 146,410 | D |
| Common Stock | 12/11/2007 | S | 1,100 | D | \$ 95.86 | 145,310 | D |
| Common Stock | 12/11/2007 | S | 3,300 | D | \$ 95.85 | 142,010 | D |
| Common Stock | 12/11/2007 | S | 1,500 | D | \$ 95.84 | 140,510 | D |
| Common Stock | 12/11/2007 | S | 1,859 | D | \$ 95.83 | 138,651 | D |
| Common Stock | 12/11/2007 | S | 5,183 | D | \$ 95.81 | 133,468 | D |
| Common Stock | 12/11/2007 | S | 300 | D | \$ 95.8 | 133,168 | D |
| Common Stock | 12/11/2007 | S | 113 | D | \$ 95.79 | 133,055 | D |
| Common Stock | 12/11/2007 | S | 1,100 | D | \$ 95.78 | 131,955 | D |
| Common Stock | 12/11/2007 | S | 200 | D | \$ 95.77 | 131,755 | D |
| Common Stock | 12/11/2007 | S | 1,600 | D | \$ 95.75 | 130,155 | D |
| Common Stock | 12/11/2007 | S | 1,200 | D | \$ 95.74 | 128,955 | D |
| Common Stock | 12/11/2007 | S | 711 | D | \$ 95.73 | 128,244 | D |
| Common Stock | 12/11/2007 | S | 300 | D | \$ 95.72 | 127,944 | D |
| Common Stock | 12/11/2007 | S | 400 | D | \$ 95.71 | 127,544 | D |
| Common Stock | 12/11/2007 | S | 600 | D | \$ 95.7 | 126,944 | D |
| | 12/11/2007 | S | 908 | D | | 126,036 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|---------|---|
| Common Stock | | | | | | \$ 95.69 | | |
| Common Stock | 12/11/2007 | | S | 3,500 | D | \$ 95.68 | 122,536 | D |
| Common Stock | 12/11/2007 | | S | 300 | D | \$ 95.67 | 122,236 | D |
| Common Stock | 12/11/2007 | | S | 1,000 | D | \$ 95.63 | 117,236 | D |
| Common Stock | 12/11/2007 | | S | 300 | D | \$ 95.62 | 116,936 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 45 | 12/11/2007 | | M | 87,352 | ⁽³⁾ 02/10/2014 | Common Stock | 87,352 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIER MARK B C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777 | | | Vice Chairman | |

Signatures

By: /s/ Brian J. Morris,
Attorney-in-fact

12/13/2007

__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) Form 1 of 3.
- (2) 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).
- (3) The option vests in three equal annual installments beginning on February 10, 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.