

PRUDENTIAL FINANCIAL INC

Form 4

December 13, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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**

(Street)

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

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

NEWARK, NJ 071023777

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock	12/11/2007		M		87,352	A	\$ 45
Common Stock	12/11/2007		S		1,200	D	\$ 95.9
Common Stock	12/11/2007		S		2,200	D	\$ 95.65
Common Stock	12/11/2007		S		1,000	D	
					16,916 ⁽²⁾	I	By 401(k)
					149,310	D	
					148,110	D	
					119,236	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.

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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	<u>(3)</u> 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.

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