RYAN ARTHUR F Form 4

December 20, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RYAN ARTHUR F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PRUDENTIAL FINANCIAL INC

[(PRU)]

(Check all applicable)

10% Owner

(Middle)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

Other (specify X_ Officer (give title below)

12/19/2005

Chairman, CEO and President

C/O PRUDENTIAL FINANCIAL. INC., 751 BROAD STREET, 4TH **FLOOR**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWARK, NJ 071023777

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Nur	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ansactionof		Expiration Date		Underlying Securities		Derivativ	
Security	or Exercise		any	Code		Deriva	ative	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	1	Securi						(Instr. 5)
	Derivative					Acqui	red					
	Security					(A) or						
						Disposed						
						of (D)						
						(Instr.						
						and 5)	١					
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
						. ,	` '	Exercisable	Date		or	
											Number	
											of	
											Shares	
**										G		
Notional	<u>(1)</u>	12/19/2005		Α		468		(2)	(3)	Common	468	\$ 74.7
Shares		12/17/2003				100		<u></u>	<u></u>	Stock	100	φ / 1. /

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
RYAN ARTHUR F C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK NI 071023777	X		Chairman, CEO and President				

Signatures

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

12/20/2005

**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) Notional Shares convert to common stock on a 1 to 1 basis.
- (2) Notional shares are deemed immediately exercisable.
- (3) Notional shares are payable in cash at a date selected by the participant.

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.

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