

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

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

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

(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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 12/11/2007                           |  | S                              | 1,100   | D \$ 95.61  | 115,836  | D                                 |
| Common Stock                    | 12/11/2007                           |  | S                              | 500   | D \$ 95.6   | 115,336  | D                                 |
| Common Stock                    | 12/11/2007                           |  | S                              | 300   | D \$ 95.59  | 115,036  | D                                 |
| Common Stock                    | 12/11/2007                           |  | S                              | 600   | D \$ 95.58  | 114,436  | D                                 |
|                                 | 12/11/2007                           |  | S                              | 2,000   | D   | 112,436  | D                                 |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock |            |   |       |   | \$ 95.57 |         |   |
| Common Stock | 12/11/2007 | S | 8,400 | D | \$ 95.56 | 104,036 | D |
| Common Stock | 12/11/2007 | S | 1,300 | D | \$ 95.55 | 102,736 | D |
| Common Stock | 12/11/2007 | S | 200   | D | \$ 95.54 | 102,536 | D |
| Common Stock | 12/11/2007 | S | 900   | D | \$ 95.53 | 101,636 | D |
| Common Stock | 12/11/2007 | S | 8,468 | D | \$ 95.52 | 93,168  | D |
| Common Stock | 12/11/2007 | S | 1,300 | D | \$ 95.51 | 91,868  | D |
| Common Stock | 12/11/2007 | S | 9,200 | D | \$ 95.5  | 82,668  | D |
| Common Stock | 12/11/2007 | S | 100   | D | \$ 95.48 | 82,568  | D |
| Common Stock | 12/11/2007 | S | 100   | D | \$ 95.47 | 82,468  | D |
| Common Stock | 12/11/2007 | S | 900   | D | \$ 95.46 | 81,568  | D |
| Common Stock | 12/11/2007 | S | 1,400 | D | \$ 95.45 | 80,168  | D |
| Common Stock | 12/11/2007 | S | 300   | D | \$ 95.44 | 79,868  | D |
| Common Stock | 12/11/2007 | S | 1,000 | D | \$ 95.43 | 78,868  | D |
| Common Stock | 12/11/2007 | S | 1,600 | D | \$ 95.42 | 77,268  | D |
| Common Stock | 12/11/2007 | S | 900   | D | \$ 95.41 | 76,368  | D |
| Common Stock | 12/11/2007 | S | 329   | D | \$ 95.4  | 76,039  | D |
| Common Stock | 12/11/2007 | S | 100   | D | \$ 95.34 | 75,939  | D |
| Common Stock | 12/11/2007 | S | 500   | D | \$ 95.33 | 75,439  | D |
| Common Stock | 12/11/2007 | S | 1,000 | D | \$ 95.32 | 74,439  | D |
|              | 12/11/2007 | S | 4,800 | D |          | 69,639  | D |

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|              |            |  |   |       |   |          |                       |   |           |
|--------------|------------|--|---|-------|---|----------|-----------------------|---|-----------|
| Common Stock |            |  |   |       |   | \$ 95.31 |                       |   |           |
| Common Stock | 12/11/2007 |  | S | 200   | D | \$ 95.36 | 69,439                |   | D         |
| Common Stock | 12/11/2007 |  | S | 1,200 | D | \$ 95.35 | 68,239                |   | D         |
| Common Stock | 12/11/2007 |  | S | 100   | D | \$ 95.39 | 68,139                |   | D         |
| Common Stock |            |  |   |       |   |          | 16,916 <sup>(2)</sup> | I | By 401(k) |

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.** SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  |                                |   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| GRIER MARK B<br>C/O PRUDENTIAL FINANCIAL, INC.<br>751 BROAD STREET, 4TH FLOOR<br>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 2 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).

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.