

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

PRUDENTIAL FINANCIAL INC

Form 424B3

April 14, 2004

Filed Under Rule 424(b)(3), Registration Statement No. 333-104444, 333-104444-01 and 333-104444-02

Pricing Supplement Number 2 Dated 04/12/2004

(To: Prospectus Dated April 25, 2003 and Prospectus Supplement Dated March 25, 2004)

Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.

CUSIP Number	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup>		Survivor's Option	Product Ranking	Moody's Rating	S & P Rating
								Coupon Date	Coupon Amount				
74432AAE0	100.00%	1.20%	\$1,981,928.00	FIXED	4.25%	SEMI-ANNUAL	04/15/2011	10/15/2004	\$21.25	YES	Senior Unsecured Notes	A3	A-

**Redemption Information:** Non-Callable.

**Joint Lead Managers and Lead Agents:** Banc of America Securities LLC, INCAPITAL, LLC Agents: A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup Global Markets Inc., Edward D. Jones & Co., L.P., Fidelity Capital Markets, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities LLC

CUSIP Number	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup>		Survivor's Option	Product Ranking	Moody's Rating	S & P Rating
								Coupon Date	Coupon Amount				
74432AAF7	100.00%	1.50%	\$5,150,565.00	FIXED	5.15%	SEMI-ANNUAL	04/15/2014	10/15/2004	\$25.75	YES	Senior Unsecured Notes	A3	A-

**Redemption Information:** Callable at 100.000% on 04/15/2006 and every coupon date thereafter.

**Joint Lead Managers and Lead Agents:** Banc of America Securities LLC, INCAPITAL, LLC Agents: A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup Global Markets Inc., Edward D. Jones & Co., L.P., Fidelity Capital Markets, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., 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 04/15/2006 at a redemption price equal to 100% of the principal amount of the Prudential Financial, Inc.

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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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CUSIP		Net		Coupon			1 <sup>st</sup>		1 <sup>st</sup>		Survivor's		Product	Moody's	S & P
Number	Selling Price	Gross Concession	Proceeds	Type	Rate	Frequency	Maturity Date	Date	Coupon Amount	Option	Ranking	Rating	Ranking	Rating	Rating
74432AAG5	100.00%	2.50%	\$12,279,150.00	FIXED	5.75%	SEMI-ANNUAL	04/15/2024	10/15/2004	\$28.75	YES	Senior Unsecured Notes	A3	A-	A-	

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**Redemption Information:** Callable at 100.000% on 04/15/2008 and every coupon date thereafter.

**Joint Lead Managers and Lead Agents:** Banc of America Securities LLC, INCAPITAL, LLC Agents: A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup Global Markets Inc., Edward D. Jones & Co., L.P., Fidelity Capital Markets, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., 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 04/15/2008 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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	Trade Date: Monday, April 12, 2004 @ 12:00 PM ET	Prudential Financial, Inc.
	Settle Date: Thursday, April 15, 2004	\$1,000,000,000.00 Prudential
Prudential Financial, Inc.	Minimum Denomination/Increments: \$1,000.00/\$1,000.00	Financial Inc. InterNotes®
751 Broad Street	Initial trades settle flat and clear SDFS: DTC Book Entry only	Prospectus Dated 25-Apr-03 and
Newark NJ 07102	DTC number: 0443 via BNY Clearing Services, LLC	Prospectus Supplement Dated: 25-Mar-04

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. The Prudential Financial, Inc. InterNotes will be represented by a single 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.

InterNotes® is the trade mark of INCAPITAL, LLC.

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