

PRUDENTIAL FINANCIAL INC
 Form 3
 May 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Blount Susan L
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/02/2005

3. Issuer Name and Ticker or Trading Symbol

PRUDENTIAL FINANCIAL INC [(PRU)]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

(Street)

NEWARK, NJ 071023777

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

7,561

D

By

Common Stock

588

I

By 401(k)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/19/2012	Common Stock	10,088	\$ 33.95	D	Â
Employee Stock Option (right to buy)	Â (2)	02/11/2013	Common Stock	8,487	\$ 29.9	D	Â
Employee Stock Option (right to buy)	Â (3)	02/10/2014	Common Stock	7,338	\$ 45	D	Â
Employee Stock Option (right to buy)	Â (4)	02/08/2015	Common Stock	6,289	\$ 55.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blount Susan L C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777	Â	Â	Â General Counsel	Â

Signatures

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

05/06/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option vests in three equal annual installments beginning on June 19, 2003.
- (2) The option vests in three equal annual installments beginning on February 11, 2004.
- (3) The option vests in three equal annual installments beginning on February 10, 2005.
- (4) The option vests in three equal annual installments beginning on February 8, 2006.

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.