PRUDENTIAL FINANCIAL INC

Form 4

September 07, 2006

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

OMB APPROVAL

OMB 3235-0287 Number:

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Estimated average response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STRANGFELD JOHN R JR			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)		3. Date of Earliest Transaction					Director 10% Owner X Officer (give title Other (specify				
C/O PRUD INC., 751 I FLOOR	(Month/Day/Year) 09/05/2006						below) below) Vice Chairman						
					Amendment, Date Original (Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEWARK,	, NJ 07102377	7							Form filed by M Person	Iore than One Re	porting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
G				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	09/05/2006			G	V	10,000 (1)	D	\$ 0	53,772	D			
Common Stock	09/05/2006			S		17,900	D	\$ 72.7	35,872	D			
Common Stock	09/05/2006			S		3,399	D	\$ 72.77	32,473 <u>(2)</u>	D			
Common Stock									756 <u>(3)</u>	I	By 401(k)		
									539 (4)	I	By Spouse		

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Common Stock

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

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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)	4. Transaction Code (Instr. 8)	5. onNumber 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)		Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRANGFELD JOHN R JR C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777

Vice Chairman

Signatures

By: /s/ Kathleen M. Gibson, Attorney-in-fact 09/07/2006

**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) Gift to a 501(c)(3) charitable foundation.
- (2) Following the transactions reported on this Form 4, the reporting person continues to hold 32,473 shares directly, 756 shares indirectly through the 401(k) and 539 shares indirectly by his spouse. As previously reported, the reporting person also holds an additional 20,865 shares in the deferred compensation plan, 380,145 vested stock options, 172,249 unvested stock options and 92,816 target performance

Reporting Owners 2

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shares (the exact number awarded being dependent on achievement of performance goals).

- (3) 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).
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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.