

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

PRUDENTIAL FINANCIAL INC

Form 424B3

October 27, 2005

Prudential Financial InterNotes®, Due One Year or More from Date of Issue

Filed under Rule 424(b)(3), Registration Statement(s) No. 333-123240, 333-123240-01 and 333-123240-02

Pricing Supplement Number 97 Dated 10/24/2005

(to Prospectus dated March 21, 2005 and Prospectus Supplement dated April 29, 2005)

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

| Series | Aggregate Principal | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount | Survivor Option | Product Ranking | Moody Rating | S&P Rating |
|--------|---------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-----------------|------------------------|--------------|------------|
| | Amount | | | | | | | | | | | | | |
| 2ALB4 | \$6,684,000.00 | 100.000% | 0.400% | \$6,657,264.00 | FIXED | 4.500% | SEMI-ANNUAL | 10/15/2007 | 4/15/2006 | \$21.00 | 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, 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

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| | Amount | | | | | | | | | | | | | |
| C2 | \$6,407,000.00 | 100.000% | 1.000% | \$6,342,930.00 | FIXED | 5.100% | SEMI-ANNUAL | 10/15/2010 | 4/15/2006 | \$23.80 | YES | Senior Unsecured Notes | A3 | |

Redemption Information: Callable at 100.000% on 10/15/2006 and every interest payment 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, 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 10/15/2006 and on every interest payment date thereafter 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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|---------------------|----------------|------------------|--------------|----------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-----------------|-----------------|------------------------|----|
| LE0 | \$2,725,000.00 | 100.000% | 1.500% | \$2,684,125.00 | FIXED | 5.500% | SEMI-ANNUAL | 10/15/2015 | 4/15/2006 | \$25.67 | YES | Senior Unsecured Notes | A3 |

Redemption Information: Callable at 100.000% on 10/15/2007 and every interest payment 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, 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 10/15/2007 and on every interest payment date thereafter 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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|---------------------|----------------|------------------|--------------|----------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-----------------|-----------------|------------------------|----|
| LE8 | \$6,449,000.00 | 100.00% | 2.500% | \$6,287,775.00 | FIXED | 5.800% | SEMI-ANNUAL | 10/15/2030 | 4/15/2006 | \$27.07 | YES | Senior Unsecured Notes | A3 |

Redemption Information: Callable at 100.000% on 10/15/2010 and every interest payment 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, 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 10/15/2010 and on every interest payment date thereafter 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.

| | | |
|----------------------------|--|--|
| Prudential Financial, Inc. | Trade Date: Monday, October 24, 2005 @12:00 PM ET | Prudential Financial, Inc. |
| | Settlement Date: Thursday, October 27, 2005 | \$2,000,000,000.00 Prudential Financial Retail Medium-Term Notes, including Prudential Financial InterNotes® |
| | Minimum Denomination/Increments: \$1,000.00/\$1,000.00 | Prospectus dated March 21, 2005 and the Prospectus Supplement dated April 29, 2005 |
| | Initial trades settle flat and clear SDFS: DTC Book Entry only | |
| | DTC number: 0235 via RBC Dain Rauscher Inc. | |

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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 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 a registered trademark of Incapital Holdings LLC.
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