

PRUDENTIAL FINANCIAL INC  
Form S-8 POS  
March 28, 2003

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As filed with the Securities and Exchange Commission on March 28, 2003

Registration No. 333-87778

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# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Post Effective Amendment No. 1 to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

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**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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New Jersey  
(State or other jurisdiction of  
incorporation or organization)

22-2703799  
(I.R.S. Employer Identification No.)

**Prudential Plaza**

**751 Broad Street**

**Newark, New Jersey 07102**

(Address of Principal Executive Offices)

**THE 2002 PRUDENTIAL FINANCIAL STOCK PURCHASE  
PROGRAM FOR ELIGIBLE EMPLOYEES OF PRUDENTIAL  
SECURITIES INCORPORATED PARTICIPATING IN VARIOUS  
PRUDENTIAL SECURITIES INCORPORATED PROGRAMS**

(Full title of the Plan)

**John M. Liftin**

**Senior Vice President and General Counsel**

**Prudential Financial, Inc.**

**Prudential Plaza**

**751 Broad Street**

**Newark, New Jersey 07102**

**(973) 802-7001**

(Name, address and telephone number of agent for service)

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**DEREGISTRATION OF SECURITIES**

On May 8, 2002, Prudential Financial, Inc. ( Prudential ) filed a registration statement on Form S-8 No. 333-87778 (the 2002 S-8 ) registering 12,775,000 shares of Prudential 's common stock, par value \$.01 per share ( Common Stock ), for issuance by Prudential under The 2002 Prudential Financial Stock Purchase Program for Eligible Employees of Prudential Securities Incorporated Participating in Various Prudential Securities Incorporated Programs (the 2002 Program ). As of the date hereof, fewer than 2,000,000 shares of Common Stock have been issued under the 2002 S-8 in respect of the 2002 Program. Prudential hereby amends the 2002 S-8 to deregister 10,775,000 shares of Common Stock that remain unissued pursuant to the 2002 S-8.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-87778 a to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey on the 28th day of March, 2003.

PRUDENTIAL FINANCIAL, INC.

By:                   /s/ MARK B. GRIER                  

**Mark B. Grier**

**Vice Chairman**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-87778 has been signed by the following persons in the capacities indicated on this 28th day of March, 2003.

<u>Name</u>	<u>Title</u>
* _____	Chairman, Chief Executive Officer, President and Director
<b>Arthur F. Ryan</b>	
* _____	Chief Financial Officer (Principal Financial Officer)
<b>Richard J. Carbone</b>	
* _____	Controller
<b>Anthony S. Pizel</b>	
* _____	Director
<b>Franklin E. Agnew</b>	
* _____	Director
<b>Frederic K. Becker</b>	
* _____	Director
<b>Gilbert F. Casellas</b>	

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\* Director

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**James G. Cullen**

\* Director

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**Allan D. Gilmour**

\* Director

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**William H. Gray, III**

\* Director

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**Jon F. Hanson**

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<u>Name</u>	<u>Title</u>
*	Director
<b>Glen H. Hiner</b>	
*	Director
<b>Constance J. Horner</b>	
*	Director
<b>Burton G. Malkiel</b>	
*	Director
<b>Ida F. S. Schmertz</b>	
*	Director
<b>Richard M. Thomson</b>	
*	Director
<b>James A. Unruh</b>	
*	Director
<b>Stanley C. Van Ness</b>	

\*By:

/s/ MARK B. GRIER

**Mark B. Grier**

**Attorney-in-Fact**