Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

PRUDENTI Form 4 April 04, 20	AL FINANCIAL	L INC										
FORM	14									PPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287				
if no lon subject t	Check this box if no longer subject to Section 16. Everm 4 or						WNERSHIP OF	burden hou	Estimated average burden hours per			
Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur ons Section 17(a) of the l	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectio 940	response on	. 0.5		
(Print or Type	Responses)											
			2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [(PRU)]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction(Month/Day/Year)04/01/2005					X_ Director10% Owner Officer (give titleOther (specify below) below)				
Filed(M				Amendment, Date Original I(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEWARK,	NJ 07102							Person		eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	ities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			Date, if	Code Disposed of (D)			Securities Elementicially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V		. ,	Price	· · · ·				
Reminder: Rep	port on a separate line	e for each cl	ass of sec	urities benef	ficially ow	ned di	rectly o	or indirectly.				

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Nurr orof Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	ntive ties red sed 3, 4,	6. Date Exer Expiration D (Month/Day/	ate	Underlying S	7. Title and Amount of 8 Underlying Securities E (Instr. 3 and 4) S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Shares	<u>(1)</u>	04/01/2005		А	381		(2)	(2)	Common Stock	381	\$ 57.4
Notional Shares	<u>(1)</u>	04/01/2005		А	337		(3)	(3)	Common Stock	337	\$ 57.4

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CULLEN JAMES C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 07102	Х						
Signatures							
By: /s/ Kathleen M. Gibson, Attorney-in-fact	(04/04/2005					
**Signature of Reporting Person		Date					
Explanation of Response	2001						

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) Notional Shares convert to common stock on a 1 to 1 basis.
- (2) Notional shares are deemed immediately exercisable and are payable in cash and/or common stock on a date following termination of service on the Board of Directors.
- (3) Notional shares are payable in common stock on a date following termination of service on the Board of Directors.

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.