

PRUDENTIAL FINANCIAL INC  
 Form 424B3  
 October 05, 2006

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
5.850% Internotes® Due October 15, 2021	\$ 3,902,000	\$ 417.52
5.950% Internotes® Due October 15, 2031	\$ 5,279,000	\$ 564.85
<b>TOTAL</b>		<b>\$ 982.37</b>

- (1) Excludes accrued interest, if any.  
 (2) Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, registration fees were paid with respect to unsold securities that were previously registered pursuant to Registration Statement Nos. 333-123240, 333-123240-01 and 333-123240-02 and were carried forward. Prudential Financial is offsetting the \$417.51 registration fee with respect to the \$3,902,000 5.850% Internotes® Due October 15, 2021 and the \$564.85 registration fee with respect to the \$5,279,000 5.950% Internotes® Due October 15, 2031 offered by means of this pricing supplement against those registration fees carried forward, and \$30,792.09 of the registration fees carried forward remains available for future registration fees. No additional registration fee has been paid with respect to this offering.

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

**Filed under Rule 424(b)(3), Registration Statement(s) No. 333-132469, 333-132469-01 and 333-132469-02**

**Pricing Supplement Number 146 Dated October 02, 2006**

**(to Prospectus dated March 16, 2006 and Prospectus Supplement dated March 16, 2006)**

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

**Aggregate**

	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Coupon Option	Survivor s	Product Ranking	Moody s Rating
AQP8	\$ 3,902,000.00	100.000%	2.000%	\$ 3,823,960.00	FIXED	5.850%	SEMI-ANNUAL	10/15/2021	4/15/2007	\$ 30.88	YES	Senior Unsecured Notes	A3	

**Redemption Information:** Callable at 100.000% on 10/15/2009 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, 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 any time on or after 10/15/2009 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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Number	Aggregate Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor Option	Product Ranking	Moody Rating
QQ6	\$ 5,279,000.00	100.000%	2.500%	\$ 5,147,025.00	FIXED	5.950%	SEMI- ANNUAL	10/15/2031	4/15/2007	\$ 31.40	YES	Senior Unsecured Notes	A3

**Redemption Information:** Callable at 100.000% on 10/15/2011 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, 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 any time on or after 10/15/2011 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.      Offering Dates: September 25, 2006 through October 02, 2006      Prudential Financial, Inc. \$2,500,000,000.00  
Prudential Financial Retail  
Medium-Term Notes, including Prudential  
Financial InterNotes®

Trade Date: Monday, October 02, 2006 @ 12:00 PM ET      Prospectus dated March 16, 2006 and the  
Prospectus Supplement dated March 16, 2006

Settlement Date: Thursday, October 05, 2006

Minimum Denomination/Increments:  
\$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book  
Entry only

DTC number: 0235 via RBC Dain Rauscher Inc.

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.

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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. All rights reserved*