

PRUDENTIAL FINANCIAL INC  
 Form 4  
 January 23, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRIER MARK B**

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)  
**C/O PRUDENTIAL FINANCIAL, INC., 751 BROAD STREET, 4TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/18/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice Chairman**

(Street)  
**NEWARK, NJ 071023777**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 80	01/18/2008		A	120,806	<sup>(2)</sup> 01/18/2018	Common Stock	120,806	
Restricted Stock Units <sup>(3)</sup>	\$ 80	01/18/2008		A	42,953	<sup>(4)</sup> 01/18/2018	Common Stock	42,953	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIER MARK B C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777	X		Vice Chairman	

### Signatures

By: /s/ Kathleen M. Gibson, Attorney-in-fact  
 Date: 01/23/2008  
 \*\*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) The number of stock options awarded to the Reporting Person was determined by dividing 40 percent of the total compensation value being awarded by the fair value of the Issuer's Stock Options based on the average closing price of the Issuer's Common Stock on the New York Stock Exchange for the final 20-day trading period in December 2007, or \$94.29. The fair value of the Issuer's Stock Options was developed under a binomial option pricing model, which is a complex, mathematical formula.
- (2) The option vests with 50% after 2 years on 1/18/2010, 25% after year 3 on 1/18/2011, and 25% after year 4 on 1/18/2012.
- (3) The number of Restricted Stock Units awarded to the Reporting Person was determined by dividing 60 percent of the total compensation value being awarded by the average closing price of the Issuer's Common Stock on the New York Stock Exchange for the final 20-day trading period in December 2007, or \$94.29.
- (4) The restricted stock units vest with 50% after 2 years on 1/18/2010, 25% after year 3 on 1/18/2011, and 25% after year 4 on 1/18/2012.

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.