

PRUDENTIAL FINANCIAL INC  
 Form 3  
 January 23, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Winograd Bernard</p> <p>(Last) (First) (Middle)</p> <p>C/O PRUDENTIAL FINANCIAL, INC., Â 751 BROAD STREET, 4TH FLOOR</p> <p>(Street)</p> <p>NEWARK, Â NJ Â 07102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/18/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PRUDENTIAL FINANCIAL INC [(PRU)]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,288	D	Â
Common Stock	1,211	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (1)	02/10/2014	Common Stock	16,306	\$ 45	D	Â
Employee Stock Option (right to buy)	Â (2)	02/08/2015	Common Stock	29,812	\$ 55.75	D	Â
Employee Stock Option (right to buy)	Â (3)	02/14/2016	Common Stock	36,809	\$ 76.15	D	Â
Employee Stock Option (right to buy)	Â (4)	02/13/2017	Common Stock	38,680	\$ 91.73	D	Â
Performance Shares	Â (5)	Â (5)	Common Stock	14,909	\$ (6)	D	Â
Performance Shares	Â (7)	Â (7)	Common Stock	12,268	\$ (6)	D	Â
Performance Shares	Â (8)	Â (8)	Common Stock	12,582	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winograd Bernard C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 07102	Â	Â	Â Executive Vice President	Â

## Signatures

By: /s/ Kathleen M. Gibson,  
Attorney-in-fact

01/23/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 option vests in three equal annual installments beginning on February 10, 2005.
- (2) The option vests in three equal annual installments beginning on February 8, 2006.
- (3) The option vests in three equal annual installments beginning on February 14, 2007.
- (4) The option vests in three equal annual installments beginning on February 13, 2008.
- (5) Represents the target number of shares to be received upon attainment of an average Return On Equity (ROE) of 12% and Compounded Annual Growth Rate (CAGR) in Earnings Per Share (EPS) of 10% over the 2005 through 2007 performance period. Both the ROE and EPS targets are based on after-tax adjusted operating income for the financial services businesses, normalized for significant one-time

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benefits or charges that do not accurately reflect the operating performance of the Company's businesses in the judgment of the Compensation Committee. Attainment of 13% average ROE and EPS growth of 12% would result in an award of 150% of target while average ROE of 10% or less and EPS growth of 8% or less would result in an award of 50% of target. The actual number of shares to be received will be determined by the Compensation Committee in February 2008.

- (6) The Performance Shares convert to common stock on a 1 to 1 basis.

Represents the target number of shares to be received upon attainment of an average Return On Equity (ROE) of 12.5% and Compounded Annual Growth Rate (CAGR) in Earnings Per Share (EPS) of 12% over the 2006 through 2008 performance period. Both the ROE and EPS targets are based on after-tax adjusted operating income for the financial services businesses, normalized for significant one-time

- (7) benefits or charges that do not accurately reflect the operating performance of the Company's businesses in the judgment of the Compensation Committee. Attainment of 13.5% average ROE and EPS growth of 14% would result in an award of 150% of target while average ROE of 11% or less and EPS growth of 10% or less would result in an award of 50% of target. The actual number of shares to be received will be determined by the Compensation Committee in February 2009.

Represents the target number of shares to be received upon attainment of an average Return On Equity (ROE) of 15% and Compounded Annual Growth Rate (CAGR) in Earnings Per Share (EPS) of 13% over the 2007 through 2009 performance period. Both the ROE and EPS targets are based on after-tax adjusted operating income for the financial services businesses, normalized for significant one-time

- (8) benefits or charges that do not accurately reflect the operating performance of the Company's businesses in the judgment of the Compensation Committee. Attainment of 16% average ROE and EPS growth of 14% would result in an award of 150% of target. No award would be earned if average ROE is 10% or less and EPS growth is 6% or less. The actual number of shares to be received will be determined by the Compensation Committee in February 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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