PRUDENTIAL FINANCIAL INC

Form 4

October 03, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or

if no longer

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BETHUNE GORDON M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRUDENTIAL FINANCIAL INC

(Check all applicable)

[(PRU)]

10/01/2005

(Last)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

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

(First)

(Street)

4. If Amendment, Date Original Filed(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 071023777

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date		4.		5. Number		Expiration Date		7. Title and Amount of Underlying Securities		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		Transactionof							Derivativ
Security	or Exercise		any (Month/Day/Year)	Code		Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
(Instr. 3)	Price of			(Instr. 8)	′							
	Derivative					Acquii	red					
	Security					(A) or Disposed						
						of (D)						
						(Instr. 3, 4,						
						and 5)						
				Code V	V	(A)	(D)	Date	Expiration	Title	Amount	
						()	()	Exercisable	Date		or	
											Number	
											of	
											Shares	
											Silares	
Notional	(1)	10/01/2005		٨		214		(2)	(2)	Common	214	¢ 67.5
Shares	<u>(1)</u>	10/01/2005		A		314		(2)	(2)	Stock	314	\$ 67.5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BETHUNE GORDON M C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777

X

Signatures

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

10/03/2005

**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) Notional Shares convert to common stock on a 1 to 1 basis.
- (2) 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.

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