

PRUDENTIAL FINANCIAL INC
 Form 4
 February 16, 2006

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 *
LAWSON RODGER A

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)
02/14/2006

____ 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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2006		A	57,323 (1) \$ 0	65,499	D	
Common Stock	02/14/2006		F	26,114 (2) \$ 76.15	39,385	D	
Common Stock					4,235 (3)	I	By 401(k)

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)

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 76.15	02/14/2006		A	71,628	(4) 02/14/2016	Common Stock	71,628
Performance Shares	(5)	02/14/2006		A	23,873 (6)	(6) (6)	Common Stock	23,873

Reporting Owners

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

Signatures

By: /s/ Kathleen M. Gibson, Attorney-in-fact 02/16/2006

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) Shares awarded by the Compensation Committee upon attainment of a 12% Return On Equity (ROE) based on after-tax adjusted operating income for the financial services business for the year ending 2005.
- (2) Represents shares withheld for the payment of taxes.
- (3) Beneficial ownership includes shares acquired under The Prudential Employee Savings Plan which are exempt transactions pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- (4) The option vests in three equal annual installments beginning on February 14, 2007.

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- (5) 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 benefits or charges that do not accurately reflect the operating performance of the
- (6) 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.

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.