

CARBONE RICHARD J
 Form 4
 February 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
 CARBONE RICHARD J

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)
 02/12/2008

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

(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)
				(A) or (D)	Price		
Common Stock	02/12/2008		A	20,616 ⁽¹⁾	\$ 0	D	
Common Stock	02/12/2008		F	8,467 ⁽²⁾	\$ 69.03	D	
Common Stock					525 ⁽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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SEC 1474 (9-02)

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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 16% and Compounded Annual Growth Rate (CAGR) in Earnings Per Share (EPS) of 13% over the 2008 through 2010 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

- (6) 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 17% average ROE and EPS growth of 16% would result in an award of 150% of target. No award would be earned if average ROE is 11% 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 2011.

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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