

PRUDENTIAL FINANCIAL INC

Form 424B2

November 10, 2014

This pricing supplement, which is not complete, relates to an automatically effective Registration Statement under the Securities Act of 1933, as amended. We may not sell the notes until we deliver a final pricing supplement. This pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these notes in any jurisdiction where such an offer would not be permitted.

Subject to completion, dated November 10, 2014

Prudential Financial InterNotes®, Due One Year or More from Date of Issue

Filed under Rule 424(b)(2), Registration Statement(s) No. 333-180020, 333-180020-01, 333-180020-02

Preliminary Pricing Supplement No. 3 - Dated Monday, November 10, 2014. To Prospectus Dated March 9, 2012 and Prospectus Supplement dated March 9, 2012

**Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.**

Aggregate Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor s Option*
[ ]	100.000%	3.000%	[ ]	Fixed	4.050%	Semi-Annual	11/15/2034	05/15/2015	\$19.69	Yes S

option right, we will pay you interest on the notes on a Semi-Annual basis on May 15th and Nov 15th. The first such payment will be per annum and stated maturity date are set out above.

Selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the initial principal amount.

**Callable at 100.000% on 11/15/2018 and every coupon date thereafter.**

Prudential Financial, Inc. InterNotes (CUSIP 74432AYY0) will be subject to redemption at the option of Prudential Financial, Inc., in whole or in part on 11/15/2018 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of this tranche of Prudential Financial and unpaid interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder and the trustee, as described in the prospectus.

**Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, Fidelity Investments, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, UBS Investment Bank, Wells Fargo Advisors, LLC

Offering Dates: Monday, November 10, 2014 through Monday, November 17, 2014

Trade Date: Monday, November 17, 2014 @ 12:00 PM ET

**Prudential Financial, Inc.  
Prudential Financial Retail Medium Term**

**Notes, including Prudential Financial**

**Internotes®**

Prudential Financial, Inc. Settlement Date: Thursday, November 20, 2014

**Prospectus Dated March 9, 2012 and  
Prospectus Supplement Dated March 9,**

Minimum Denomination/Increments:  
\$1,000.00/\$1,000.00

**2012**

Initial trades settle flat and clear SDFS:  
DTC Book-Entry only

DTC Number 0235 via RBC Dain  
Rauscher Inc.

If the maturity date or an interest payment date for any note is not a business day (as that term is defined in the prospectus), principal, premium, if any, and interest for that note is paid on the next business day, and no interest will accrue from, and after, the maturity date or interest payment date.

\* The survivor's option feature of your note is subject to important limitations, restrictions and procedural requirements further described on page S-49 of your prospectus supplement.

The Bank of New York will act as trustee for the Notes. Citibank, N.A., will act as paying agent, registrar and transfer agent for the Notes and will administer any survivor's options with respect thereto.

**InterNotes® is a registered trademark  
of Incapital Holdings LLC. All Rights  
Reserved.**