

PRUDENTIAL FINANCIAL INC  
Form 8-K  
December 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2009

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction  
of incorporation)

001-16707  
(Commission File  
Number)

22-3703799  
(I.R.S. Employer  
Identification No.)

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**751 Broad Street**

**Newark, New Jersey 07102**

**(Address of principal executive offices and zip code)**

**(973) 802-6000**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

Prudential Financial, Inc., a New Jersey corporation (the Company), is furnishing a copy of slides being presented at its Investor Day conference on December 10, 2009, as Exhibit 99.1 hereto.

**Item 7.01 Regulation FD Disclosure.**

The response to Item 2.02 is hereby incorporated into this Item 7.01.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 Slide presentation of Prudential Financial, Inc. at its Investor Day conference on December 10, 2009 (furnished and not filed).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 10, 2009

**PRUDENTIAL FINANCIAL, INC.**

By: /s/ BRIAN J. MORRIS

Name: Brian J. Morris

Title: Vice President and Assistant Secretary

Exhibit Index

Exhibit

No.	Description
99.1	Slide presentation of Prudential Financial, Inc. at its Investor Day conference on December 10, 2009 (furnished and not filed).
	td align="center">S 200 D \$ 44.03 10,799 D Common Stock02/25/2008 S 300 D \$ 44.04 10,499 D Common Stock02/25/2008 S 400 D \$ 44.05 10,099 D

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

**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.** SEC 1474 (9-02)

**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
Employee Stock Option	\$ 29.58	02/25/2008		M	2,305	04/28/2006 04/28/2012	Common Stock	2,305
Employee Stock Option	\$ 18.48	02/25/2008		M	1,950	04/24/2004 04/24/2010	Common Stock	1,950

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOZARD RICHARD F 9120 LOCKWOOD BOULEVARD MECHANICSVILLE, VA 23116			Vice President, Treasurer	

## Signatures

Richard F. Bozard by Rosemarie W. France,  
POA

02/27/2008

\_\_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).

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.