

PRUDENTIAL FINANCIAL INC

Form 4

March 03, 2003

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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	OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Strangfeld, Jr., John R. (Last) (First) (Middle) c/o Prudential Financial, Inc., Corporate Compliance 751 Broad Street, 4th floor (Street) Newark, NJ 07102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Prudential Financial, Inc. (PRU) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year March 01, 2003 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner X Officer _____ Other Vice Chairman 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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 Beneficial Ownership (Instr. 4)
			Code V	Amount A/D Price			

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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respond unless the form displays a currently valid OMB control number.

(over)
SEC 1474 (9-02)

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Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code and Voluntary Code (Instr.8)	Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	Beneficially Owned Following Reported Transactions (Instr.4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	Ownership (Instr.4)
						(DE) (ED)					
Notional Shares	1-for-1	03/01/2003		I 	(A) 6,833	Immed. (1)	Common Stock - 6,833	\$30.03	6,833	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ Kathleen M. Gibson

03-03-2003

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

Power of Attorney

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FOOTNOTE Descriptions for Prudential Financial, Inc. (PRU)

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**John R. Strangfeld, Jr.
c/o Prudential Financial, Inc., Corporate Compliance
751 Broad Street, 4th floor
Newark, NJ 07102**

Explanation of responses:

(1) Notional shares are payable in cash at a date selected by the participant.

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