

PRUDENTIAL FINANCIAL INC  
 Form FWP  
 June 14, 2007

Filed Pursuant to Rule 433  
 Registration Nos. 333-132469  
 333-132469-01  
 333-132469-02

**Prudential Financial, Inc.**

**\$250,000,000 5.800% Medium-Term Notes, Series D**

**Due June 15, 2012**

**Final Term Sheet, June 14, 2007**

<b>Issuer</b>	Prudential Financial, Inc.
<b>Ratings</b>	A3 / A+ / A (positive / stable / stable)
<b>Security</b>	Medium-Term Notes, Series D
<b>Trade Date</b>	June 14, 2007
<b>Settlement Date (T+3 days)</b>	June 19, 2007
<b>Maturity Date</b>	June 15, 2012
<b>Principal Amount</b>	\$250,000,000
<b>Price to Investors</b>	99.762%
<b>Gross Proceeds</b>	\$249,405,000
<b>Pricing Benchmark</b>	4.750% UST due 5/2012
<b>Benchmark Yield</b>	5.156%
<b>Spread to Benchmark</b>	T + 70 bps
<b>Re-offer Yield</b>	5.856%
<b>Coupon</b>	5.800% per annum
<b>Interest Payment Dates</b>	Semi-Annually on each June 15 and December 15 of each year, commencing December 15, 2007 and ending on the Maturity Date
<b>Day Count Convention</b>	30 / 360
<b>Denominations</b>	Minimum denominations of \$1,000 with increments of \$1,000 thereafter
<b>Joint Bookrunners</b>	Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc.
<b>Co-Managers</b>	ABN AMRO Incorporated; BMO Capital Markets Corp.; Lazard Capital Markets LLC; Samuel A. Ramirez and Company, Inc.
<b>CUSIP Number</b>	74432QAX3
<b>Reports and Events of Default</b>	The indenture, to the extent relating to the 5.800% notes and all future series of securities under the indenture, provides that any documents or reports that Prudential Financial may be required to file with the SEC pursuant to Section 13 or 15(d) of the Securities and Exchange Act will be filed with the trustee within 15 days after Prudential Financial has filed those documents or reports with the SEC. Under the Trust Indenture Act of 1939, as amended, Prudential Financial may have a separate obligation to file with the trustee documents or reports it is required to file with the SEC. Prudential

## Edgar Filing: PRUDENTIAL FINANCIAL INC - Form FWP

Financial's failure to comply with either filing obligation is not an event that will result in an event of default under the indenture. Accordingly, acceleration of Prudential Financial's obligations under the 5.800% notes will not be a remedy for its failure to file those documents or reports with the trustee, and you may have no remedy for the failure other than an action in damages. For other outstanding series of notes of Prudential Financial, acceleration is a remedy, upon appropriate notice and passage of time, for the holders of those securities for Prudential Financial's failure to file documents or reports with the trustee.

Investing in the Notes involves a number of risks. See "Risk Factors" beginning on page S-5 of the accompanying prospectus supplement.

Prudential Financial, Inc. has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents Prudential Financial, Inc. has filed with the SEC for more complete information about the issuer and this offering. You should rely on the prospectus, prospectus supplement and any relevant free writing prospectus or pricing supplement for complete details. You may get these documents for free by visiting the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus and the prospectus supplement may be obtained from Credit Suisse Securities (USA) LLC by calling toll free at 1-800-221-1037 or Deutsche Bank Securities Inc. toll free at 1-800-503-4611.