

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

PRUDENTIAL FINANCIAL INC

Form 424B3

June 30, 2005

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

Filed under Rule 424(b)(3), Registration Statement(s) No. 333-104444, 333-104444-01, 333-104444-02, 333-123240, 333-123240-01 and 333-123240-02

Pricing Supplement Number 77 Dated 06/27/2005

(to Prospectus dated March 21, 2005 and Prospectus Supplement dated April 29, 2005)

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

| CUSIP Number | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount | Survivor Option | Product Ranking | Moody Rating | S & P Rating |
|--------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-----------------|------------------------|--------------|--------------|
| 74432AJB7 | 100.00% | 0.625% | \$739,350.00 | FIXED | 3.950% | SEMI-ANNUAL | 12/15/2007 | 12/15/2005 | \$18.10 | YES | Senior Unsecured Notes | A3 | A- |

Redemption Information: Non-Callable.

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC **Agents:** A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup, Edward D. Jones & Co., L.P., Fidelity Capital Markets, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Daln Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities, LLC

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|--------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-----------------|------------------------|--------------|--------------|
| 74432AJC5 | 100.00% | 1.300% | \$4,058,544.00 | FIXED | 5.000% | SEMI-ANNUAL | 6/15/2013 | 12/15/2005 | \$22.92 | YES | Senior Unsecured Notes | A3 | A- |

Redemption Information: Callable at 100.000% on 06/15/2006 and every interest payment date thereafter.

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC **Agents:** A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup, Edward D. Jones & Co., L.P., Fidelity Capital Markets, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Daln Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities, LLC The Prudential Financial, Inc. InterNotes will be subject to redemption at the option of Prudential Financial, Inc., in whole on the interest payment date occurring 06/15/2006 and on every interest payment date thereafter at a redemption price equal to 100% of the principal amount of the Prudential Financial, Inc. InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus.

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|-----------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------|-------------------|-----------------|------------------------|--------------|---------------|
| 74432AJD3 | 100.00% | 2.500% | \$4,383,600.00 | FIXED | 5.500% | SEMI-ANNUAL | 6/15/2030 | 12/15/2005 | \$25.21 | YES | Senior Unsecured Notes | A3 | A- |

Redemption Information: Callable at 100.000% on 06/15/2010 and every interest payment date thereafter.

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC **Agents:** A.G. Edwards & Sons, Inc., Bear, Stearns & Co., Inc., Charles Schwab & Co. Inc., Citigroup, Edward D. Jones & Co., L.P., Fidelity Capital Markets, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Daln Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities, LLC The Prudential Financial, Inc. InterNotes will be subject to redemption at the option of Prudential Financial, Inc., in whole on the interest payment date occurring 06/15/2010 and on every interest payment date thereafter at a redemption price equal to 100% of the principal amount of the Prudential Financial, Inc. InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus.

Prudential Financial, Inc. Trade Date: Monday, June 27, 2005 @ 12:00 PM ET Prudential Financial, Inc.

751 Broad Street

Newark NJ 07102

\$2,000,000,000.00 Prudential Financial Retail Medium-Term

Settlement Date: Thursday, June 30, 2005

Notes including Prudential Financial InterNotes®

Minimum Denomination/Increments:

Prospectus dated March 21, 2005 and the Prospectus

\$1,000.00/\$1,000.00

Supplement dated April 29, 2005

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

DTC number: 0116 via Refco Securities, LLC

If the maturity date or an interest payment date for any note is not a Business Day (as 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 Prudential Financial, Inc. InterNotes will be represented by a master global note in fully registered

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form, without coupons. The master global note will be deposited with, or on behalf of, DTC and registered in the name of a nominee of DTC, as depository, or another depository as may be named in a subsequent pricing supplement.

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