

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

PRUDENTIAL FINANCIAL INC

Form 424B3

January 30, 2007

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 January 29, 2007**

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

**Filed under Rule 424(b)(3), Registration Statement(s) No. 333-132469, 333-132469-01 and 333-132469-02**

**Pricing Supplement Number 164 Dated [ ] (to Prospectus dated March 16, 2006 and Prospectus Supplement dated March 16, 2006)**

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

| CUSIP Number | 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 | Product Ranking        | Moody s Rating | S & P Rating |
|--------------|----------------------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-------------------|------------------------|----------------|--------------|
| 74432AA83    | [ ]                        | 100.000%      | 1.100%           | [ ]          | FIXED       | 5.500%      | SEMI-ANNUAL      | 02/15/2013    | 08/15/2007                  | \$28.57                       | YES               | Senior Unsecured Notes | A3             | A            |

**Redemption Information:** Callable at 100.000% on 02/15/2008 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, 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 any time on or after 02/15/2008 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.

| CUSIP Number | 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 | Product Ranking        | Moody s Rating | S & P Rating |
|--------------|----------------------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-------------------|------------------------|----------------|--------------|
| 74432AA91    | [ ]                        | 100.000%      | 1.700%           | [ ]          | FIXED       | 5.850%      | SEMI-ANNUAL      | 02/15/2019    | 08/15/2007                  | \$30.39                       | YES               | Senior Unsecured Notes | A3             | A            |

**Redemption Information:** Callable at 100.000% on 02/15/2010 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, 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 any time on or after 02/15/2010 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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| CUSIP Number | Aggregate Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor s Option | Product Ranking        | Moody s Rating | S & P Rating |
|--------------|----------------------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------|-------------------|-------------------|------------------------|----------------|--------------|
| 74432AB25    | [ ]                        | 100.000%      | 2.500%           | [ ]          | FIXED       | 6.050%      | SEMI-ANNUAL      | 02/15/2032    | 08/15/2007      | \$31.43           | YES               | Senior Unsecured Notes | A3             | A            |

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**Redemption Information:** Callable at 100.000% on 02/15/2012 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS

**Securities LLC, 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 any time on or after 02/15/2012 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. | Offering Dates: January 29, 2007 through February 05, 2007     | Prudential Financial, Inc.  |
|                            |  | \$2,00,000,000.00 Prudential Financial Retail   |
|                            | Trade Date: Monday, February 05, 2007 @12:00 PM ET             | Medium-Term Notes, including<br>Prudential Financial InterNotes®                      |
|                            | Settlement Date: Thursday, February 08, 2007                   | Prospectus dated March 16, 2006 and the<br>Prospectus Supplement dated March 16, 2006 |
|                            | Minimum Denomination/Increments: \$1,000.00/\$1,000.00         |   |
|                            | 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 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 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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