

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form FWP

PRUDENTIAL FINANCIAL INC  
Form FWP  
June 03, 2009

Filed Pursuant to Rule 433  
Registration Nos. 333-157848  
333-157848-01  
333-157848-02

**Prudential Financial, Inc.**

**32,051,283 Shares of Common Stock**

**Final Term Sheet, June 2, 2009**

<b>Issuer</b>	Prudential Financial, Inc.
<b>Security</b>	Common Stock, par value \$0.01 per share
<b>Symbol/Exchange</b>	PRU (NYSE)
<b>Size</b>	32,051,283 shares
<b>Option to Purchase Additional Shares</b>	4,807,692 shares
<b>Price to Public</b>	\$39 per share
<b>Underwriting Discount per Share</b>	\$1.243125
<b>Net Proceeds</b>	\$1,210,156,286
<b>Trade Date</b>	June 2, 2009
<b>Closing Date</b>	June 8, 2009
<b>CUSIP</b>	744320102
<b>Joint Book-Running Managers</b>	Citigroup Global Markets Inc.

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Goldman, Sachs & Co.

### Senior Co-Managers

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

J.P. Morgan Securities Inc.

### Co-Managers

Deutsche Bank Securities Inc.

Barclays Capital Inc.

Morgan Stanley & Co. Incorporated

UBS Securities LLC

### Other Information

Concurrent with the offering of the Common Stock, we have also conducted a public offering of \$250 million aggregate principal amount of 6.20% Medium-Term Notes, Series D, Due January 15, 2015 and \$750 million aggregate principal amount of 7.375% Medium-Term Notes, Series D, Due June 15, 2019, in each case pursuant to the Registration Statement on Form S-3 we filed with the Securities and Exchange Commission ( SEC ) on March 11, 2009, the prospectus dated March 11, 2009 included therein, and the prospectus supplement related to our Medium-Term Notes, Series D, dated March 11, 2009. The offering of the 6.20% notes and the 7.375% notes is expected to close on Monday, June 8, 2009 and is subject to customary closing conditions.

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 EDGAR on 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 Goldman, Sachs & Co. by calling toll-free at (866) 471-2526 or Citigroup Global Markets Inc. toll-free at (800) 831-9146.