

PRUDENTIAL FINANCIAL INC  
 Form 424B3  
 April 29, 2003

Filed pursuant to Rule 424(b)(3)  
 Registration File Nos. 333-104444,  
 333-104444-01 and 333-104444-02

**Pricing Supplement No. 1 dated April 28, 2003  
 to the Prospectus dated April 25, 2003 and  
 the Prospectus Supplement dated April 25, 2003.**

***\$500,000,000***

**Prudential Financial, Inc.**

***Medium-Term Notes, Series B***  
*Due One Year or More from Date of Issue*

The note being purchased has the following terms:

<b>Underwriters and Principal Amount:</b>	J.P. Morgan Securities Inc.	\$250,000,000
	Banc of America Securities LLC	25,000,000
	Bear, Stearns & Co. Inc.	25,000,000
	Blaylock & Partners, L.P.	25,000,000
	Citigroup Global Markets Inc.	25,000,000
	Credit Suisse First Boston LLC	25,000,000
	Deutsche Bank Securities Inc.	25,000,000
	Lehman Brothers Inc.	25,000,000
	UBS Warburg LLC	25,000,000
	Wachovia Securities, Inc.	25,000,000
	Sandler O'Neill & Partners, L.P.	12,500,000
	The Williams Capital Group, L.P.	12,500,000
	TOTAL	\$500,000,000
<b>Stated Maturity:</b>	May 1, 2008	
<b>Specified Currency:</b>	U.S. Dollars	
principal:	U.S. Dollars	
interest:	U.S. Dollars	
exchange rate agent:	not applicable	
<b>Original Issue Date:</b>	May 1, 2003	
<b>Original Issue Price:</b>	99.95%	
<b>Underwriters Commission:</b>	0.500%	
<b>Net Proceeds to Prudential Financial:</b>	99.45% or \$497,250,000	
<b>Original Issue Discount Note:</b>	Not applicable	
<b>Form of Note:</b>		
master global form only:	Yes	
non-global form available:		
<b>CUSIP No.</b>	74432QAA3	
<b>Redemption and Repayment:</b>	Not applicable	
<b>Interest Rate is Fixed:</b>	Yes	
annual rate:	3.750%	
interest payment dates:	May 1 and November 1, commencing November 1, 2003	
Regular record dates:	April 15 and October 15	

**Defeasance applies as follows:**

full defeasance <i>i.e.</i> , our right to be relieved of all our obligations on the note by placing funds in trust for the investor:	Yes
covenant defeasance <i>i.e.</i> , our right to be relieved of specified provisions of the note by placing funds in trust for the investor:	Yes

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Prudential Financial, Inc. estimates that its share of the total offering expenses, excluding underwriting discounts and commissions paid to the underwriters will be approximately \$139,000.

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**JPMorgan**

**Banc of America Securities LLC**

**Bear, Stearns & Co. Inc.**

**Blaylock & Partners, L.P.**

**Citigroup**

**Credit Suisse First Boston**

**Deutsche Bank Securities**

**Lehman Brothers**

**UBS Warburg**

**Wachovia Securities**

**Sandler O'Neill & Partners, L.P.**

**The Williams Capital Group, L.P.**

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