

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

PRUDENTIAL FINANCIAL INC

Form 424B3

April 20, 2004

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

Pricing Supplement Number 3 Dated 04/19/2004

(To: Prospectus Dated April 25, 2003 and Prospectus Supplement Dated March 25, 2004)

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 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor Option	Product Ranking	Moody Rating	S & P Rating
74432AAH3	100.00%	1.00%	\$1,252,350.00	FIXED	3.65%	SEMI-ANNUAL	04/15/2009	10/15/2004	\$17.54	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 Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities

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74432AAJ9	100.00%	1.20%	\$993,928.00	FIXED	4.25%	SEMI-ANNUAL	04/15/2011	10/15/2004	\$20.42	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 Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities

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Number	Proceeds	Type	Date	Coupon	Amount								
74432AAK6	100.00%	1.50%	\$3,829,680.00	FIXED	5.15%	SEMI-ANNUAL	04/15/2014	10/15/2004	\$24.75	YES	Senior Unsecured Notes	A3	A

**Redemption Information:** Callable at 100.000% on 04/15/2006 and every coupon 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 Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities 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 04/15/2006 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	Net	Coupon	Maturity	Coupon	1 <sup>st</sup>	Survivor	sProduct	Moody	s S & P				
Number	Selling Price	Gross Concession	Proceeds	Type	Coupon Rate	Coupon Frequency	Date	1 <sup>st</sup> Coupon Date	Amount	Option	Ranking	Rating	Rating
74432AAL4	100.00%	2.50%	\$6,073,275.00	FIXED	5.75%	SEMI-ANNUAL	04/15/2024	10/15/2004	\$27.63	YES	Senior Unsecured Notes	A3	A

**Redemption Information:** Callable at 100.000% on 04/15/2008 and every coupon 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 Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities 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 04/15/2008 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.

Prudential Financial, Inc. Trade Date: Monday, April 19, 2004 @12:00 PM ET Prudential Financial, Inc.

751 Broad Street Settle Date: Thursday, April 22, 2004 \$1,000,000,000.00 Prudential Financial, Inc. InterNotes

Newark NJ 07102 Minimum Denomination/Increments: \$1,000.00/\$1,000.00 InterNotes®

Initial trades settle flat and clear SDFS: DTC Book Entry only Prospectus Dated 25-Apr-03 and Prospectus Supplement

DTC number: 0443 via BNY Clearing Services, LLC Dated: 25-Mar-04

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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 single 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.

*InterNotes® is the trademark of INCAPITAL, LLC. All rights reserved*

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