

PRUDENTIAL FINANCIAL INC
Form 424B7
October 05, 2006

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Registration Statement No. 333-132469

333-132469-01

333-132469-02

Supplement No. 3

(To Prospectus dated March 16, 2006 and Prospectus Supplement dated March 16, 2006)

\$2,000,000,000

Prudential Financial, Inc.

Floating Rate Convertible Senior Notes due November 15, 2035

This supplement updates and amends certain information contained in the prospectus dated March 16, 2006, as supplemented by the prospectus supplement dated March 16, 2006, relating to the offer and sale from time to time by certain selling securityholders of up to \$2,000,000,000 aggregate principal amount of our Floating Rate Convertible Senior Notes due November 15, 2035, and any Common Stock issuable upon conversion of the notes. The terms of the notes are set forth in the prospectus and prospectus supplement dated March 16, 2006. This supplement is not complete without, and may not be utilized except in connection with, the accompanying prospectus and prospectus supplement dated March 16, 2006, including any amendments or further supplements thereto. This supplement is qualified by reference to the prospectus and prospectus supplement dated March 16, 2006 and any amendments or further supplements thereto, except to the extent that the information in this supplement supersedes the information contained in the prospectus or in the prospectus supplement dated March 16, 2006.

See Risk Factors beginning on page S-2 of the prospectus supplement dated March 16, 2006 to read about important factors you should consider before buying the notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus or prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this supplement is October 5, 2006

The information in the table under the caption "Selling Securityholders" in the prospectus supplement dated March 16, 2006 is modified by adding the information below with respect to persons not previously listed in the prospectus supplement dated March 16, 2006 or in any amendments or supplements thereto, and by superseding the information with respect to persons previously listed in the prospectus supplement dated March 16, 2006 or any amendments or supplements thereto with the information that is set forth below.

SELLING SECURITYHOLDERS

| Name | Principal Amount of Notes | | Number of Shares of Common Stock | | Principal Amount of Notes Owned | |
|--|---|-----------------------------------|--|---|---|--|
| | Beneficially Owned Prior to this Offering | Principal Amount of Notes Offered | Beneficially Owned Prior to this Offering ⁽¹⁾ | Number of Shares of Common Stock Offered ⁽¹⁾ | After Completion of Offering ⁽²⁾ | Common Stock Owned After Completion of Offering ⁽²⁾ |
| Argent LowLev Convertible Arbitrage Fund Ltd. ⁽³⁾ | \$ 10,310,000 | \$ 10,310,000 | 114,555 | 114,555 | \$ 0 | 0 |
| Bear Sterns International Limited | 10,000,000 | 10,000,000 | 111,111 | 111,111 | 0 | 0 |
| Credit Industriel D Alsace Lorraine | 100,000,000 | 100,000,000 | 1,111,110 | 1,111,110 | 0 | 0 |
| Goldman, Sachs & Co. ⁽⁴⁾⁽⁵⁾ | 33,185,000 | 33,185,000 | 1,559,496 | 368,722 | 0 | 1,190,774 |
| Government of Singapore Investment Corporation Pte Ltd | 17,000,000 | 17,000,000 | 1,279,811 | 188,889 | 0 | 1,090,924 |
| Links Finance Corporation | 67,100,000 | 67,100,000 | 745,555 | 745,555 | 0 | 0 |
| Morgan Stanley International Limited ⁽⁴⁾ | 10,000,000 | 10,000,000 | 667,353 | 111,000 | 0 | 556,242 |
| Other securityholders ⁽⁶⁾⁽⁷⁾ | 374,279,000 | | 4,158,651 | | | |

- (1) Assumes conversion of all of the holders' notes at the maximum initial conversion rate of 11.1111 shares per \$1,000 principal amount of notes. However, the maximum conversion rate is subject to adjustment as described under "Description of Notes - Conversion Rights - Conversion Price Adjustments." As a result, the amount of Common Stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Assumes that all of the notes and/or all of the Common Stock into which the notes are convertible are sold.
- (3) Nathaniel Brown and Robert Richardson are the natural persons who may exercise voting power and investment control over this selling securityholder's notes and Common Stock issuable upon conversion of the notes.
- (4) This selling securityholder has identified itself as a broker-dealer.
- (5) Goldman, Sachs & Co. acted as the initial purchaser in connection with the original issuance of the notes on November 16, 2005.
- (6) Reflects securities held by securityholders who have not provided us with resale information. Such securityholders may not use the prospectus supplement dated March 16, 2006 to sell notes or shares of our Common Stock issuable upon conversion of the notes until they are identified in an amendment to the registration statement of which this supplement is a part or in additional supplements. Information about other selling securityholders will be set forth in an amendment to the registration statement of which this supplement is a part or in additional supplements, as required.
- (7) Assumes that any other holders of notes, or any future transferees, pledgees, donees or successors of or from any such other holders of notes, do not beneficially own any Common Stock other than the Common Stock issuable upon conversion of the notes.