

PRUDENTIAL FINANCIAL INC  
Form DEFA14A  
March 30, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Prudential Financial, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Prudential Trust Company

30 Scranton Office Park, Scranton PA 18507-1789

March 30, 2006

We are writing to you in our role as Master Trustee for the Prudential Financial, Inc. (PFI) Common Stock Fund (the Fund). The Fund is an investment option under The Prudential Employee Savings Plan (PESP). PESP records show that you had a balance in the Fund on March 7, 2006, equivalent to at least one full share of PFI Common Stock. This entitles you to instruct us on how to vote the Fund's stock holdings at the Prudential Financial, Inc. Annual Meeting of Shareholders on May 9, 2006.

Your voting instructions will be kept confidential and will not be available to your employer, the PESP plan administrator or to us. Please refer to the Explanation of Confidential Voting Instructions question-and-answer sheet on the back of this letter for additional information.

#### **Voting Instructions**

Please note that you will not be voting directly. Only the Master Trustee is authorized to vote shares held by the Fund at the shareholders meeting. However, you can provide us with instructions as to how to vote on your behalf on the matters described in the proxy statement.

Enclosed is a Voting Instruction Form regarding the matters described in the proxy statement, which will be voted upon at the shareholders meeting. As indicated on the form, you can provide your voting instructions on the Internet, by telephone or by postal mail. **Whichever method you use, we must receive your instructions no later than May 3, 2006.**

The voting instructions we receive from you and others by that deadline will be applied proportionately to the shares of eligible voters who do not provide voting instructions (undirected shares). If you prefer to provide voting instructions for yourself only and do not want them applied to undirected shares, you can opt out by checking a box on the front of the Voting Instruction Form and returning the form **by postal mail only**. This opting out cannot be done on the Internet or by telephone.

#### **Proxy Statement for the Annual Meeting of Shareholders on May 9, 2006**

We have also enclosed the Proxy Statement for the Annual Meeting of Shareholders on May 9, 2006, which provides additional information on the matters to be voted upon. If you are not currently an active employee of Prudential Financial, Inc. or its affiliates, the company's annual report is also enclosed. Most active employees have access to an electronic version of the Prudential Financial, Inc. 2005 Annual Report and the ability to order a printed copy on the Investor Relations Web site ([www.investor.prudential.com](http://www.investor.prudential.com)). If you do not have electronic access, please call 1-877-998-ROCK (7625) at any time, day or night, to request a copy.

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**If you have any other questions, call 1-800-PRU-EASY (1-800-778-3279), say the key words Employee Savings Plan and follow the instructions to speak to a customer service representative, Monday through Friday (except holidays), 8 a.m. to 9 p.m., Eastern Time (ET). If you are hearing-impaired and have a teletype (TTY) line, call 1-877-760-5166 Monday through Friday (except holidays), 8 a.m. to 6 p.m., ET.**

Thank you in advance for providing your voting instructions before the May 3, 2006, deadline.

Prudential Trust Company, Trustee

Enclosures

**PRUDENTIAL FINANCIAL, INC. (PFI) COMMON STOCK FUND**

**Explanation of Confidential Voting Instructions**

**What makes me eligible to vote?**

You are an eligible voter if you:

- are a participant, beneficiary or alternate payee (under a qualified domestic relations order) in The Prudential Employee Savings Plan (PESP), and
- had a balance in the PFI Common Stock Fund (the Fund) equivalent to at least one full share of PFI Common Stock on March 7, 2006.

**Why is the date that counts for PESP participants earlier than for other PFI shareholders?**

The Trustee only gets proxy voting rights for the number of shares the Fund actually held on March 10, 2006, which is the corporate record date for the Prudential Financial, Inc. Annual Meeting of Shareholders. March 7, 2006 was the last date for participants to execute transactions that settled (by delivery of stock to the Trustee) by March 10, 2006. Therefore, March 7 became the date used for allocating proxy voting rights among PESP participants.

**How do I vote?**

A Voting Instruction Form is enclosed. You may vote online at [www.computershare.com/us/proxy](http://www.computershare.com/us/proxy), by telephone by calling 1-800-652-VOTE (8683), or by returning your completed form by mail. For the Fund's Trustee to vote on your behalf at the Prudential Financial, Inc. Annual Meeting of Shareholders on May 9, 2006, **we must receive your voting instructions no later than 11:59 p.m., EDT, on May 3, 2006.**

**How many votes do I get?**

You get one vote for each share of PFI Common Stock attributable to your account in the Fund. Your account balance consists of units in the Fund rather than shares of PFI Common Stock. About 97% of the Fund is PFI Common Stock. For liquidity purposes, the rest of the Fund is in a money market fund. The number of shares of PFI Common Stock that you may vote is determined by multiplying your dollar balance in the Fund on March 7, 2006 by 97%, then dividing the result by the PFI Common Stock's closing share price for that day.

**What happens when eligible voters don't provide voting instructions in time?**

Shares attributable to their accounts will be considered undirected shares for voting purposes. The voting instructions you and others provide by 11:59 p.m., EDT, on May 3, 2006, will be applied proportionately to the undirected shares in PESP unless you opt out of this process.

**How do I opt out of the voting process for undirected shares?**

You can opt out by checking the appropriate box on the Voting Instruction Form and returning it **by postal mail** for receipt by May 3, 2006. It is not possible to opt out on the Internet or by telephone.

**Why can I vote shares attributable to others' accounts?**

PESP provides that plan participants who do not opt out are named fiduciaries for purposes of voting the undirected shares of the PFI Common Stock held under PESP. Under the Employee Retirement Income Security Act of 1974 (ERISA), plan fiduciaries are required to act prudently in making proxy-voting decisions by investigating the relevant facts and making a decision solely in the interests of the participants and beneficiaries. You will not be considered a fiduciary for the undirected shares if you opt out of having your vote applied to them. If more than 60% of the eligible voters opt out, we will hire an independent fiduciary to direct the Fund's Trustee on how to vote the undirected shares.

**How do I know that my voting instructions are confidential?**

PESP's policy is to ensure confidentiality of Fund investment decisions (except as otherwise required by applicable law). Prudential Trust Company retained Computershare Shareholder Services, Inc. to receive and tally voting instructions from eligible voters in the Fund. Computershare Shareholder Services, Inc. will provide the Fund Trustee only aggregate information on voting instructions received. No information that would identify individual voters will be provided to the Trustee, the plan administrator or your employer.





To: All Employees

From: Kathleen Gibson  
Vice President, Secretary and Corporate Governance Officer  
Law Department

Subject: Prudential Financial Proxy Statement and 2005 Annual Report

We have begun mailing our [2005 Annual Report](#) and [Proxy Statement](#) to shareholders. Because many of you are shareholders, I want to bring your attention to this package.

**We Encourage You to Vote**

During the next two weeks, more than 2.6 million shareholders will receive proxy voting materials from Prudential Financial. I hope that those of you who are shareholders will participate. Your vote is important.

To make voting easier, we are once again offering the option of voting by mail, telephone or the Internet. In addition to being convenient, online and telephone voting help reduce the cost to the company for the return mailing of our voting cards.

**Some Employees Will Receive More Than One Proxy Statement**

Some of you will receive more than one copy of our Proxy Statement because you participate in the Prudential Employee Savings Plan (PESP), received stock as a result of demutualization or have purchased it through a broker. Please make sure to vote all of your shares.

If you own company stock as a result of demutualization or because you have purchased it through a broker, you will receive a copy of the company's 2005 Annual Report in your proxy package. However, proxy packages mailed to active employees who own stock through PESP will not include a copy of the annual report.

However, you can view the [2005 Annual Report](#) online. If you do not receive a copy of the annual report as part of the proxy mailing, and you would like to receive one, you can [order a printed copy online](#).

Thank you for your continued support and participation.