

PRUDENTIAL FINANCIAL INC  
Form 424B3  
February 08, 2007

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(2)</sup>
5.500% Internotes <sup>®</sup> Due February 15, 2013	\$ 2,149,000	\$ 229.94
5.850% Internotes <sup>®</sup> Due February 15, 2019	\$ 2,775,000	\$ 296.93
6.050% Internotes <sup>®</sup> Due February 15, 2032	\$ 12,951,000	\$ 1,385.76
<b>TOTAL</b>		\$ 1,912.63

(1) Excludes accrued interest, if any.

(2) A filing fee of \$1,912.63 calculated in accordance with Rule 457(r), has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

**Prudential Financial InterNotes<sup>®</sup>, Due One Year or More from Date of Issue**

Filed under Rule 424(b)(3), Registration Statement(s) No. 333-132469, 333-132469-01 and 333-132469-02

Pricing Supplement Number 164 Dated February 05, 2007

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

Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.

CUSIP Number	Aggregate				Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon		Survivor s Option	Product Ranking	Moody s Rating	S & P Rating
	Principal Amount	Selling Price	Gross Concession	Net Proceeds					Date	Amount				
432AA83	\$2,149,000.00	100.000%	1.100%	\$2,125,361.00	FIXED	5.500%	SEMI-ANNUAL	02/15/2013	08/15/2007	\$28.57	YES	Senior Unsecured Notes	A3	A

**Redemption Information:** Callable at 100.000% on 02/15/2008 and every interest payment 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, Wachovia Securities, LLC

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 02/15/2008 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.

CUSIP Number	Aggregate				Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon		Survivor s Option	Product Ranking	Moody s Rating	S & P Rating
	Principal Amount	Selling Price	Gross Concession	Net Proceeds					Date	Amount				
432AA91	\$2,775,000.00	100.000%	1.700%	\$2,727,825.00	FIXED	5.850%		02/15/2019	08/15/2007	\$30.39	YES		A3	A

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SEMI-  
ANNUAL

Senior  
Unsecured  
Notes

**Redemption Information:** Callable at 100.000% on 02/15/2010 and every interest payment 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, Wachovia Securities, LLC

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 02/15/2010 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.

Aggregate	1st													
CUSIP	Principal	Net			Coupon		1st		Survivor s	Product	Moody s	S &		
Number	Amount	Selling Price	Gross Concession	Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	Coupon Date	Coupon Amount	Option	Ranking	Rating	Rat
32AB25	\$12,951,000.00	100.000%	2.500%	\$12,627,225.00	FIXED	6.050%	SEMI-ANNUAL	02/15/2032	08/15/2007	\$31.43	YES	Senior Unsecured Notes	A3	A

**Redemption Information:** Callable at 100.000% on 02/15/2012 and every interest payment 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 Services, Merrill Lynch & Co., Morgan Stanley, Ramirez & Co., Inc., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Securities LLC, Wachovia Securities, LLC

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 02/15/2012 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.	Offering Dates: January 29, 2007 through February 05, 2007	Prudential Financial, Inc.
	Trade Date: Monday, February 05, 2007 @ 12:00 PM ET	\$2,500,000,000.00 Prudential Financial Retail Medium-Term Notes, including Prudential Financial InterNotes® Prospectus dated March 16, 2006 and the Prospectus Supplement dated March 16, 2006
	Settlement Date: Thursday, February 08, 2007	
	Minimum Denomination/Increments: \$1,000.00/\$1,000.00	
	Initial trades settle flat and clear SDFS: DTC Book Entry only	

DTC number: 0235 via RBC Dain Rauscher Inc.

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 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 a registered trademark of Incapital Holdings LLC. All rights reserved*