

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

PRUDENTIAL FINANCIAL INC

Form 424B3

April 14, 2004

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

Pricing Supplement Number 2 Dated 04/12/2004

(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 st | | Survivor's Option | Product Ranking | Moody's Rating | S & P Rating |
|-----------------|------------------|---------------------|-----------------|----------------|----------------|---------------------|------------------|-----------------|------------------|----------------------|------------------------------|-------------------|-----------------|
| | | | | | | | | Coupon Date | Coupon Amount | | | | |
| 74432AAE0 | 100.00% | 1.20% | \$1,981,928.00 | FIXED | 4.25% | SEMI-ANNUAL | 04/15/2011 | 10/15/2004 | \$21.25 | 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 Global Markets Inc., 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 LLC

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|-----------------|------------------|---------------------|-----------------|----------------|----------------|---------------------|------------------|-----------------|------------------|----------------------|------------------------------|-------------------|-----------------|
| | | | | | | | | Coupon Date | Coupon Amount | | | | |
| 74432AAF7 | 100.00% | 1.50% | \$5,150,565.00 | FIXED | 5.15% | SEMI-ANNUAL | 04/15/2014 | 10/15/2004 | \$25.75 | 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 Global Markets Inc., 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 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 04/15/2006 at a redemption price equal to 100% of the principal amount of the Prudential Financial, Inc.

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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 | | | | | | | | 1 st | | | | | |
|-----------|---------------|------------------|-----------------|-------------|-------------|------------------|---------------|-----------------|-------------------------------|-------------------|------------------------|----------------|--------------|
| Number | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | Coupon Date | 1 st Coupon Amount | Survivor's Option | Product Ranking | Moody's Rating | S & P Rating |
| 74432AAG5 | 100.00% | 2.50% | \$12,279,150.00 | FIXED | 5.75% | SEMI-ANNUAL | 04/15/2024 | 10/15/2004 | \$28.75 | YES | Senior Unsecured Notes | A3 | A- |

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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 Global Markets Inc., 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 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 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.

| | | |
|----------------------------|----------------------------------------------------------------|----------------------------------------|
| | Trade Date: Monday, April 12, 2004 @ 12:00 PM ET | Prudential Financial, Inc. |
| | Settle Date: Thursday, April 15, 2004 | \$1,000,000,000.00 Prudential |
| Prudential Financial, Inc. | Minimum Denomination/Increments: \$1,000.00/\$1,000.00 | Financial Inc. InterNotes® |
| 751 Broad Street | Initial trades settle flat and clear SDFS: DTC Book Entry only | Prospectus Dated 25-Apr-03 and |
| Newark NJ 07102 | DTC number: 0443 via BNY Clearing Services, LLC | Prospectus Supplement Dated: 25-Mar-04 |

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.

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