

PRUDENTIAL FINANCIAL INC  
Form 424B3  
May 25, 2006

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
5.250% Internotes <sup>®</sup> Due November 15, 2008	\$ 2,949,000	\$ 315.54
6.000% Internotes <sup>®</sup> Due May 15, 2014	\$ 2,621,000	\$ 280.45
6.400% Internotes <sup>®</sup> Due May 15, 2031	\$ 6,097,000	\$ 652.38
<b>TOTAL</b>		<b>\$ 1,248.37</b>

- (1) Excludes accrued interest, if any.  
 (2) Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, registration fees were paid with respect to unsold securities that were previously registered pursuant to Registration Statement Nos. 333-123240, 333-123240-01 and 333-123240-02 and were carried forward. Prudential Financial is offsetting the \$315.54 registration fee with respect to the \$2,949,000 5.250% Internotes<sup>®</sup> Due November 15, 2008, the \$280.45 registration fee with respect to the \$2,621,000 6.000% Internotes<sup>®</sup> Due May 15, 2014 and the \$652.38 registration fee with respect to the \$6,097,000 6.400% Internotes<sup>®</sup> Due May 15, 2031 offered by means of this pricing supplement against those registration fees carried forward, and \$103,584.40 of the registration fees carried forward remains available for future registration fees. No additional registration fee has been paid with respect to this offering.

**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 128 Dated 05/22/2006

(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.

Aggregate	1st	1st												
Principal	Selling	Gross	Net	Coupon	Maturity	Coupon	Coupon	Product	Survivor s	Moody s S	Rating	Rating	Rating	Rating
Amount	Price	Concession	Proceeds	Type	Date	Rate	Amount	Ranking	Option	Rating	Rating	Rating	Rating	Rating
\$2,949,000.00	100.000%	0.625%	\$2,930,568.75	FIXED	11/15/2008	5.250%	\$24.79	Senior	YES	A3	A3	A3	A3	A3
								Unsecured						
								Notes						

emption Information: Non-Callable.

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., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities, LLC

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IP	Aggregate	Principal	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	Coupon Date	1st Coupon Amount	Survivor s Option	Product Ranking	Moody s Rating	Product
32APA2		\$2,621,000.00	100.000%	1.300%	\$2,586,927.00	FIXED	6.000%	SEMI-ANNUAL	5/15/2014	11/15/2006	\$28.33	YES	Senior	A3	Unsecured Notes

**Redemption Information:** Callable at 100.000% on 05/15/2007 and every interest payment date thereafter.

**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., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities, LLC 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 after 05/15/2007 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.

IP	Aggregate	Principal	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	Coupon Date	1st Coupon Amount	Survivor s Option	Product Ranking	Moody s Rating	Product
32APB0		\$6,097,000.00	100.000%	2.500%	\$5,944,575.00	FIXED	6.400%	SEMI-ANNUAL	5/15/2031	11/15/2006	\$30.22	YES	Senior	A3	Unsecured Notes

**Redemption Information:** Callable at 100.000% on 05/15/2011 and every interest payment date thereafter.

**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., Raymond James & Associates, Inc., RBC Dain Rauscher Inc., Muriel Siebert & Co., Inc., UBS Financial Services Inc., Wachovia Securities, LLC 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 after 05/15/2011 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, May 22, 2006 @ 12:00 PM ET

Prudential Financial, Inc.

\$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

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

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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*