

PRUDENTIAL FINANCIAL INC
 Form 424B2
 May 11, 2015

This pricing supplement, which is not complete, relates to an automatically effective Registration Statement under the Securities Act of 1933, as amended. We may not sell the notes until we deliver a final pricing supplement. This pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these notes in any jurisdiction where such an offer would not be permitted.

Subject to completion, dated May 11, 2015

Prudential Financial InterNotes®, Due One Year or More from Date of Issue

Filed under Rule 424(b)(2), Registration Statement No. 333-202465

Preliminary Pricing Supplement No. 12 - Dated Monday, May 11, 2015. To Prospectus Dated March 3, 2015 and Prospectus Supplement dated March 3, 2015

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

Aggregate Principal Amount	Selling Price	Gross Concession	Net Proceeds	Interest Type	Interest Rate	Interest Payment Frequency	Maturity Date	1 st Interest Payment Date	1 st Interest Payment Amount	Survivor s Option*	
[]	100.000%	3.150%	[]	Fixed	4.550%	Semi-Annual	05/15/2045	11/15/2015	\$21.99	Yes	Senior U

redemption right, we will pay you interest on the notes on a Semi-Annual basis on May 15th and Nov 15th. The first such payment is on May 15, 2015. The interest rate per annum and stated maturity date are set out above. The regular record dates for your notes are each date on which interest is paid.

by the selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the 100% of the principal amount.

Information: Callable at 100.000% on 05/15/2020 and every interest payment date thereafter.

Prudential Financial, Inc. InterNotes (CUSIP 74432AH86) will be subject to redemption at the option of Prudential Financial, Inc., in whole or in part at the earliest date occurring on 05/15/2020 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder as set forth in the prospectus supplement.

Information: The notes do not amortize and are not zero coupon or original discount notes.

Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC **Agents:** Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, Inc., Morgan, Morgan Stanley, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, Wells Fargo Advisors, LLC

Offering Dates: Monday, May 11, 2015
through Monday, May 18, 2015

Prudential Financial, Inc.

Trade Date: Monday, May 18, 2015 @ 12:00
PM ET

Prudential Financial Retail Medium Term

Notes, including Prudential Financial

Settlement Date: Thursday, May 21, 2015

Internotes®

Minimum Denomination/Increments:
\$1,000.00/\$1,000.00

Prospectus Dated March 3, 2015 and

Prospectus Supplement Dated March 3,

2015

Prudential Financial,
Inc.

Initial trades settle flat and clear SDFS: DTC
Book-Entry only

DTC Number 0235 via RBC Dain Rauscher
Inc.

If the maturity date, redemption date or an interest payment date for any note is not a business day (as that term is 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, redemption date or interest payment date (following unadjusted business day convention).

* The survivor's option feature of your note is subject to important limitations, restrictions and procedural requirements further described on page S-52 of your prospectus supplement.

The Bank of New York will act as trustee for the Notes. Citibank, N.A., will act as paying agent, registrar and transfer agent for the Notes and will administer any survivor's options with respect thereto.

**InterNotes® is a registered trademark of
Incapital Holdings LLC. All Rights
Reserved.**