

PRUDENTIAL FINANCIAL INC
Form 424B3
December 14, 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® Due December 15, 2013 | \$ 3,481,000 | \$ 372.47 |
| 5.700% Internotes® Due December 15, 2031 | \$ 3,110,000 | \$ 332.77 |
| TOTAL | | \$ 705.24 |

(1) Excludes accrued interest, if any.

(2) A filing fee of \$705.24 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®, 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 156 Dated December 11, 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 | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount | Survivor's Option | Product Ranking | Moody Rating |
|-----------|------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-------------------|------------------------|--------------|
| ARN2 | \$3,481,000.00 | 100.000% | 1.200% | \$3,439,228.00 | FIXED | 5.250% | SEMI-ANNUAL | 12/15/2013 | 06/15/2007 | \$26.40 | YES | Senior Unsecured Notes | A3 |

Redemption Information: Callable at 100.000% on 12/15/2007 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 12/15/2007 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.

| Aggregate | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount | Survivor's Option | Product Ranking | Moody Rating |
|-----------|------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|-------------------|------------------|--------------|
| ARP7 | \$3,110,000.00 | 100.000% | 2.500% | \$3,032,250.00 | FIXED | 5.700% | SEMI-ANNUAL | 12/15/2031 | 06/15/2007 | \$28.66 | YES | Senior Unsecured | A3 |

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Redemption Information: Callable at 100.000% on 12/15/2011 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 12/15/2011 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. Offering Dates: December 04, 2006 through December 11, 2006

Prudential Financial, Inc.
\$2,500,000,000.00 Prudential Financial Retail

Medium-Term Notes, including Prudential

Trade Date: Monday, December 11, 2006 @ 12:00 PM ET

Financial InterNotes®

Settlement Date: Thursday, December 14, 2006

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 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.

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