

## PRUDENTIAL FINANCIAL INC

Form 424B3

December 05, 2006

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 December 04, 2006

**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 [ ]

(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			Net Proceeds	Coupon			Maturity Date	1 <sup>st</sup>		Survivor Option	Product Ranking	Moody Rating	S & P Rating
	Principal Amount	Selling Price	Gross Concession		Coupon Type	Coupon Rate	Frequency		Coupon Date	Coupon Amount				
432ARN2 [ ]	100.000%	1.200%	[ ]	FIXED	5.250%	SEMI-ANNUAL	12/15/2013	06/15/2007	\$26.40	YES	Senior Unsecured Notes	A3	A	

**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.

CUSIP Number	Aggregate			Net Proceeds	Coupon			Maturity Date	1 <sup>st</sup>		Survivor Option	Product Ranking	Moody Rating	S & P Rating
	Principal Amount	Selling Price	Gross Concession		Coupon Type	Coupon Rate	Frequency		Coupon Date	Coupon Amount				
432ARP7 [ ]	100.000%	2.500%	[ ]	FIXED	5.700%	SEMI-ANNUAL	12/15/2031	06/15/2007	\$28.66	YES	Senior Unsecured Notes	A3	A	

**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.

prospectus.

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Prudential Financial, Inc. Offering Dates: December 04, 2006 through December 11, 2006

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

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

Medium-Term Notes, including Prudential

Settlement Date: Thursday, December 14, 2006

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 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*