

PRUDENTIAL FINANCIAL INC

Form 424B3

July 03, 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 June 30, 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 138 - 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 | Aggregate | | | | | | | | 1 st | | | | | |
|-----------|-----------|----------|------------|----------|--------|--------|-------------|------------|-----------------|-----------------|----------|------------------------|--------|---------|
| Number | Principal | Selling | Gross | Net | Coupon | Coupon | Coupon | Maturity | Coupon | 1 st | Survivor | sProduct | Moody | s S & P |
| | Amount | Price | Concession | Proceeds | Type | Rate | Frequency | Date | Date | Amount | Option | Ranking | Rating | Rating |
| 74432APV6 | [] | 100.000% | 0.625% | [] | FIXED | 5.450% | SEMI-ANNUAL | 07/15/2007 | 01/15/2007 | \$27.55 | 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, 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 Financial Services Inc., Wachovia Securities, LLC

| CUSIP | Aggregate | | | | | | | | 1 st | | | | | |
|-----------|-----------|----------|------------|----------|--------|--------|-------------|------------|-----------------|-----------------|----------|------------------------|--------|---------|
| Number | Principal | Selling | Gross | Net | Coupon | Coupon | Coupon | Maturity | Coupon | 1 st | Survivor | sProduct | Moody | s S & P |
| | Amount | Price | Concession | Proceeds | Type | Rate | Frequency | Date | Date | Amount | Option | Ranking | Rating | Rating |
| 74432APW4 | [] | 100.000% | 2.000% | [] | FIXED | 6.450% | SEMI-ANNUAL | 07/15/2021 | 01/15/2007 | \$32.61 | YES | Senior Unsecured Notes | A3 | A |

Redemption Information: Callable at 100.000% on 07/15/2009 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 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 07/15/2009 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.

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B3

Prudential Financial, Inc. Offering Dates: Friday, June 30, 2006 through Monday, July 10, 2006

Prudential Financial, Inc.

Trade Date: Friday, July 10, 2006 @ 12:00 PM ET

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

Medium-Term Notes, including Prudential

Financial InterNotes®

Settlement Date: Thursday, July 13, 2006

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

Prospectus dated March 16, 2006 and the
Prospectus Supplement dated March 16, 2006

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