

PRUDENTIAL FINANCIAL INC
Form 424B3
September 24, 2014

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
3.850% InterNotes® Due September 15, 2029	\$ 3,004,000.00	\$ 386.92
4.600% InterNotes® Due September 15, 2044	\$20,300,000.00	\$2,614.64
TOTAL		\$3,001.56

(1) Excludes accrued interest, if any.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in Prudential Financial, Inc.'s Registration Statement on Form S-3 (Nos. 333-180020, 333-180020-01, 333-180020-02).

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

Filed under Rule 424(b)(3), Registration Statement(s) No. 333-180020, 333-180020-01, 333-180020-02

Final Pricing Supplement No. 1 - Dated Monday, September 22, 2014. To Prospectus Dated March 9, 2012 and Prospectus Supplement dated March 9, 2012

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

Rate	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 st Coupon Date	1 st Coupon Amount	Survivor Option*
0.00	100.000%	2.500%	\$2,928,900.00	Fixed	3.850%	Semi-Annual	09/15/2029	03/15/2015	\$18.18	Yes

Interest on the notes on a Semi-Annual basis on Mar 15th and Sep 15th. The first such payment will be made on Mar 15, 2015. The interest rates are set out above.

Notes: Non-Callable

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

0.00	100.000%	3.150%	\$19,660,550.00	Fixed	4.600%	Semi-Annual	09/15/2044	03/15/2015	\$21.72	Yes
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Interest on right, we will pay you interest on the notes on a Semi-Annual basis on Mar 15th and Sep 15th. The first such payment will be made on Mar 15, 2015. The interest rates per annum and stated maturity date are set out above.

Notes: Callable at 100.000% on 09/15/2019 and every coupon date thereafter.

Prudential Financial, Inc. InterNotes (CUSIP 74432AYV6) will be subject to redemption at the option of Prudential Financial, Inc., in whole on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of this tranche of Prudential Financial, Inc. InterNotes, and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of this tranche of Prudential Financial, Inc. InterNotes, if any, upon at least 30 Calendar Days prior notice to the noteholder and the trustee, as described in the prospectus supplement.

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

Prudential Financial, Inc.

Offering Dates: Monday, September 15,
2014 through Tuesday, September 16,
2014

Trade Date: Tuesday, September 16, 2014
@ 12:00 PM ET

Settlement Date: Thursday, September 25,
2014

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 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 or interest payment date.

* The survivor's option feature of your note is subject to important limitations, restrictions and procedural requirements further described on page S-49 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.

Prudential Financial, Inc.
Prudential Financial Retail Medium Term
Notes, including Prudential Financial
Internotes®
Prospectus Dated March 9, 2012 and
Prospectus Supplement Dated March 9,
2012

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