

PRUDENTIAL FINANCIAL CAPITAL TRUST II
Form 424B3
October 02, 2008

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price ⁽¹⁾ | Amount of Registration Fee ⁽²⁾ |
|---|---|---|
| 5.000% InterNotes® Due April 16, 2012 | \$313,000 | \$12.30 |
| 5.500% InterNotes® Due October 15, 2013 | \$704,000 | \$27.67 |
| TOTAL | | \$39.97 |

(1) Excludes accrued interest, if any.

(2) A filing fee of \$39.97 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 255 Dated September 29, 2008

(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 Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1 st Coupon Date | 1 st Coupon Amount | S |
|--------------|----------------------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|---|
| 74432AYS3 | \$313,000.00 | 100.000% | 0.750% | \$310,652.50 | FIXED | 5.000% | SEMI-ANNUAL | 04/16/2012 | 04/15/2009 | \$26.81 | Y |

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 Securities LLC, Wachovia Securities, LLC

| CUSIP Number | 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 | S |
|--------------|----------------------------|---------------|------------------|--------------|-------------|-------------|------------------|---------------|-----------------------------|-------------------------------|---|
| 74432AYT1 | \$704,000.00 | 100.000% | 1.000% | \$696,960.00 | FIXED | 5.500% | SEMI-ANNUAL | 10/15/2013 | 04/15/2009 | \$29.49 | Y |

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 Securities LLC, Wachovia Securities, LLC

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| Prudential Financial, Inc. | <p>Offering Dates: September 22, 2008 through September 29, 2008 Trade Date: Monday, September 29, 2008 @ 12:00 PM ET Settlement Date: Thursday, October 02, 2008 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.</p> | <p>Prudential Financial, Inc. Prudential Financial Retail Medium-Term Notes, including Prudential Financial InterNotes® Prospectus dated March 16, 2006 and the Prospectus Supplement dated March 16, 2006</p> |
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| | <p>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.</p> <p>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.</p> <p>The Bank of New York, as successor trustee under an indenture dated as of April 25, 2003, as supplemented and amended, 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.</p> <p><i>InterNotes® is a registered trademark of Incapital Holdings LLC. All rights reserved</i></p> | |
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