

PRUDENTIAL FINANCIAL CAPITAL TRUST III

Form 424B2

December 16, 2014

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price<sup>(1)</sup></b>	<b>Amount of Registration Fee<sup>(2)</sup></b>
4.500% InterNotes® Due December 15, 2044	\$ 47,754,000	\$ 5,549.01
TOTAL		\$ 5,549.01

<sup>(1)</sup> Excludes accrued interest, if any.

<sup>(2)</sup> 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)(2), Registration Statement(s) No. 333-180020, 333-180020-01, 333-180020-02

Final Pricing Supplement No. 6 - Dated Monday, December 15, 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.**

Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor Option*
100.00	100.000%	3.150%	\$46,249,749.00	Fixed	4.500%	Semi-Annual	12/15/2044	06/15/2015	\$22.13	Yes

In right, we will pay you interest on the notes on a Semi-Annual basis on Jun 15th and Dec 15th. The first such payment will be on the first anniversary of the stated maturity date are set out above.

ing agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the initial selling price.

**Callable at 100.000% on 12/15/2019 and every coupon date thereafter.**

Prudential Financial, Inc. InterNotes (CUSIP 74432AZB9) 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, plus any interest accrued thereon, 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, Ramirez & Co., Inc., RBC Capital Markets, UBS Investment Bank, Wells Fargo Advisors, LLC

Offering Dates: Monday, December 8, 2014 through Monday, December 15, 2014

Trade Date: Monday, December 15, 2014 @ 12:00 PM ET

Settlement Date: Thursday, December 18, 2014

**Prudential Financial, Inc.**

**Prudential Financial Retail Medium Term**

**Notes, including Prudential Financial**

**Internotes®**

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

**Prospectus Dated March 9, 2012 and**

**Prospectus Supplement Dated March 9,  
2012**

Prudential Financial, Inc. 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.

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