

# Jennison Dryden

[Annual Report](#) | [Semi Annual Report](#) | [Statement of Additional Information](#)

## Jennison Utility Fund Prospectus January 31, 2006

[Supplement to Prospectus dated 05/24/2006](#)



## Jennison Utility Fund

JANUARY 31, 2006

PROSPECTUS



### FUND TYPE

Sector stock

### OBJECTIVE

Total return through a combination of capital appreciation and current income

As with all mutual funds, the Securities and Exchange Commission has not approved or disapproved the Fund's shares, nor has the SEC determined that this prospectus is complete or accurate. It is a criminal offense to state otherwise. JennisonDryden is a service mark of The Prudential Insurance Company of America, Newark, NJ, and its affiliates.

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## RISK/RETURN SUMMARY

### ABOUT THE FUND

This section highlights key information about the **Jennison Utility Fund**, which we refer to as the "Fund." The Fund is a series of Jennison Sector Funds, Inc., which we refer to as the "Company". To obtain information about the three other series of the Company, Jennison Financial Services Fund, Jennison Health Sciences Fund and Jennison Technology Fund which are offered pursuant to a separate prospectus, see the back cover of this prospectus. Additional information follows this summary.

### INVESTMENT OBJECTIVES AND PRINCIPAL STRATEGIES

Our investment objective is **total return through a combination of capital appreciation and current income**. This means that we seek investments whose price will increase as well as pay the Fund dividends and other income. We normally invest at least 80% of the Fund's investable assets in equity-related and investment-grade debt securities of utility companies. The term "investable assets" in this prospectus refers to the Fund's net assets plus any borrowings for investment purposes. The Fund's investable assets will be less than its total assets to the extent that it has borrowed money for non-investment purposes, such as to meet anticipated redemptions. The Fund will provide 60 days' prior written notice to shareholders of a change in its non-fundamental policy of investing at least 80% of its investable assets in the type of investment suggested by its name. Utility companies include electric, gas, energy pipeline, telephone, telecommunications, water, cable, airport, seaport and toll road companies. Some of these securities are issued by foreign companies. We may invest more than 5% of the Fund's assets in any one issuer. The Fund participates in the initial public offering (IPO) market.

While we make every effort to achieve our objective, we can't guarantee success.

#### **We're Value Investors**

**In deciding which stocks to buy, we use what is known as a value investment style. That is, we invest in stocks that we believe are undervalued, given the company's earnings, cash flow or asset values. We look for catalysts that will help unlock inherent value. A number of conditions can warrant the sale of an existing position, including (1) the stock has reached its price target; (2) subsequent events invalidate our investment thesis; (3) the catalysts we expected to narrow the gap between the stock price and what**

**we believe to be the true worth of the company have passed or no longer exist; or (4) the stock price declines to below what we had thought to be the reasonable worst-case scenario.**

## PRINCIPAL RISKS

Although we try to invest wisely, all investments involve risk. The Fund is subject to risks of the utility industry, such as inflation and regulatory changes, because it concentrates its investments in utility securities. Since the Fund is a sector fund, its holdings can vary significantly from broad market indexes and the performance of the Fund can deviate from the performance of the indexes. Since we invest in stocks, there is the risk that the price of a particular stock we own could go down, or pay lower-than-expected dividends. In addition to an individual stock losing value, the value of the equity markets or a sector of them could go down. Stock markets are volatile.

Our investments in investment-grade debt securities involve market risk and credit risk. Market risk, which may affect an industry, a sector or the entire market, is the possibility that the market value of an investment may move up or down and that its movement may occur quickly or unpredictably. Credit risk is the possibility that an issuer of a debt obligation may fail to pay the Fund interest or principal.

Since the Fund invests in foreign securities, there are additional risks. Foreign markets are often more volatile than U.S. markets and foreign issuers are generally not subject to regulatory requirements comparable to those placed on U.S. issuers. Changes in currency exchange rates can reduce or increase market performance.

Some of our investment strategies - such as using derivatives - involve above-average risks. The Fund may use risk management techniques to try to preserve assets. We may use hedging techniques to try to enhance return. Derivatives may not fully match or offset the Fund's underlying positions and this could result in losses to the Fund that would not otherwise have occurred.

As a nondiversified fund, we can invest more than 5% of the Fund's assets in the securities of any one issuer. Investing in a nondiversified fund involves greater risk than investing in a diversified fund because a loss resulting from the decline in value of any one security may represent a greater portion of the total assets of a nondiversified fund.

Like any mutual fund, an investment in the Fund could lose value, and you could lose money. For more detailed information about the risks associated with the Fund, see "How the Fund Invests - Investment Risks."

An investment in the Fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

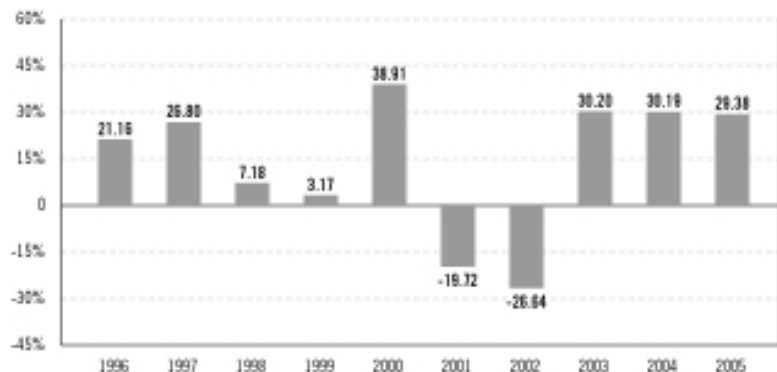
## EVALUATING PERFORMANCE

A number of factors - including risk - can affect how the Fund performs. The following bar chart shows the

Fund's performance for each full calendar year of operation or for the last 10 calendar years, whichever is shorter. The bar chart and Average Annual Total Returns table below demonstrate the risk of investing in the Fund by showing how returns can change from year to year and by showing how the Fund's average annual total returns compare with a broad-based securities market index and a group of similar mutual funds.

Past performance (before and after taxes) does not mean that the Fund will achieve similar results in the future.

### Annual Total Returns % (Class B shares) <sup>1</sup>



<sup>1</sup> These annual total returns do not include deductions for sales charges. If the sales charges were included, the annual total returns would be lower than those shown.

**BEST QUARTER: 20.07%**

(2nd quarter of 2003)

**WORST QUARTER: (19.98)%**

(3rd quarter of 2002)

Average Annual Total Returns % (as of 12-31-05)

	One Year	Five Years	Ten Years	Since Inception		
Return Before Taxes					(since 1-22-90)	
Class A shares	23.15	4.84	12.00	11.29	90)	
Class C shares	28.39	5.25	11.79	11.77	(since 8-1-94)	
Class Z shares	30.62	6.30	N/A	12.92	(since 3-1-96)	
Class B Shares %						
Return Before Taxes			24.38	5.09	11.79	14.32 (since 8-10-81)
Return After Taxes on Distributions			23.09	4.36	9.82	11.87 (since 8-10-81)
Return After Taxes on Distributions and Sale of Fund Shares			17.61	4.09	9.42	11.85 (since 8-10-81)
Index (reflects no deduction for fees expenses or taxes)						
S&P 500 Index				4.91	0.54	9.07
S&P Utility TR				16.84	(2.24)	6.79
Lipper Average				13.37	0.73	8.68

#### Notes to Average Annual Returns Table

° The Fund's returns are after deduction of sales charges and expenses. Without the distribution and service (12b-1) fee waiver of 0.05% for Class A shares, the returns for Class A shares would have been lower.

° After-tax returns are calculated using the highest historical individual federal marginal tax rates and do not reflect the impact of

state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. After-tax returns are shown only for Class B shares. After-tax returns for other classes will vary due to differing sales charges and expenses. Past performance, before and after taxes, does not mean that the Fund will achieve similar results in the future.

° The Standard Poor's 500 Composite Stock Price Index (S&P 500) - an unmanaged index of 500 stocks of large U.S. companies - gives a broad look at how U.S. stock prices have performed. These returns do not include the effects of any sales charges, or operating expenses of a mutual fund, or taxes. Returns would be lower if they included the effects of these expenses. S&P 500 returns since the inception of each class are 11.08% for Class A, 12.82% for Class B, 11.11% for Class C and 8.76% for Class Z shares. Since inception returns reflect the average annual total returns from the closest month-end date to the inception date of the Fund's Class A, B, C, and Z shares. Source: Lipper Inc.

° The Standard Poor's Utility Total Return Index (S&P Utility TR) is an unmanaged, market capitalization-weighted index representing three utility groups and, within the three groups, forty-three of the largest utility companies listed on the New York Stock Exchange, including twenty-three electric power companies, twelve natural gas distributors and eight telephone companies. These returns do not include the effects of any sales charges, operating expenses of a mutual fund, or taxes, which would lower the returns. S&P Utility TR returns since the inception of each class are 8.27% for Class A, 8.30% for Class B (since 9/30/89, the closest month-end after the inception of the index, 9/11/89), 8.68% for Class C and 7.04% for Class Z shares. Since inception returns reflect the average annual total returns from the closest month-end date to the inception date of the Fund's Class A, B, C, and Z shares. Source: Lipper Inc.

° The Lipper Average is unmanaged and is based on the average return of all mutual funds in the Lipper Utility Funds category. Funds in the Lipper Average invest at least 65% of their equity portfolios in utility shares. The Lipper Average does not include the effects of any sales charges or taxes which would lower the returns. Lipper returns since the inception of each class are 9.51% for Class A, 11.79% for Class B, 9.80% for Class C and 8.78% for Class Z shares. Since inception returns reflect the average annual total returns from the closest month-end date to the inception date of the Fund's Class A, B, C, and Z shares. Source: Lipper Inc.

## FEES AND EXPENSES

This table shows the sales charges, fees and expenses that you may pay if you buy and hold shares of each share class of the Fund. Each share class has different (or no) sales charges — known as loads — and expenses, but represents an investment in the same fund. For more information about which share class may be right for you, see "How to Buy, Sell and Exchange Shares of the Fund."

### Shareholder Fees (paid directly from your investment)

	Class A	Class B	Class C	Class Z
Maximum sales charge (load) imposed on purchases (as a percentage of offering price)	5.5%	None	None	None
Maximum deferred sales charge (load) (as a percentage of the lower of original purchase price or sale proceeds)	1%	5%	1%	None
Maximum sales charge (load) imposed on reinvested dividends and other distributions	None	None	None	None
Redemption fees	None	None	None	None
Exchange fee	None	None	None	None

### Annual Fund Operating Expenses (deducted from Fund assets)

	Class A	Class B	Class C	Class Z
Management fees	.42	.42	.42	.42

+ Distribution and service (12b-1) fees	.30	1.00	1.00	None
+ Other expenses	.13	.13	.13	.13
= Total annual Fund operating expenses	.85	1.55	1.55	.55
- Fee waiver or expense reimbursement	(.05)	None	None	None
= Net annual Fund operating expenses	.80	1.55	1.55	.55

### Notes to Fees and Expenses Tables

- ° Your broker may charge you a separate or additional fee for purchases and sales of shares.
- ° Investors who purchase \$1 million or more of Class A shares are not subject to an initial sales charge but are subject to a contingent deferred sales charge (CDSC) of 1% if they sell these shares within 12 months of purchase. The CDSC is waived for purchases by certain retirement or benefit plans affiliated with Prudential.
- ° The CDSC for Class B shares decreases by 1% annually to 1% in the fifth and sixth years and 0% in the seventh year. Class B shares automatically convert to Class A shares approximately seven years after purchase.
- ° The CDSC for Class C shares is 1% for shares redeemed within 12 months of purchase.
- ° The Distributor of the Fund has contractually agreed to March 31, 2007 to reduce its distribution and service (12b-1) fees for Class A shares to .25 of 1% of the average daily net assets of the Class A shares.

## EXAMPLES

This example is intended to help you compare the fees and expenses of the Fund's different share classes and compare the cost of investing in the Fund with the cost of investing in other mutual funds.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same, except for the Distributor's reduction of distribution and service (12b-1) fees for Class A shares, which is effective in this example for only the first year. Approximately seven years after purchase, Class B shares will automatically convert to Class A shares on a quarterly basis. The information in the ten years column reflects this conversion. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

### Example (Redemption)

	One Year	Three Years	Five Years	Ten Years
Class A shares	\$627	\$802	\$991	\$1,537
Class B shares	\$658	\$790	\$945	\$1,569
Class C shares	\$258	\$490	\$845	\$1,845
Class Z shares	\$56	\$176	\$307	\$689

You would pay the following expenses on the same investment if you did not sell your shares:

## Example (No Redemption)

	One Year	Three Years	Five Years	Ten Years
Class A shares	\$627	\$802	\$991	\$1,537
Class B shares	\$158	\$490	\$845	\$1,569
Class C shares	\$158	\$490	\$845	\$1,845
Class Z shares	\$56	\$176	\$307	\$689

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## HOW THE FUND INVESTS

## INVESTMENT OBJECTIVES AND POLICIES

The Fund's investment objective is **total return through a combination of capital appreciation and current income**. This means we seek investments whose price will increase as well as pay the Fund dividends and other income. While we make every effort to achieve our objective, we can't guarantee success.

In pursuing our objective, we normally invest at least 80% of the Fund's investable assets in **equity-related and investment-grade debt securities of utility companies**. This means that we concentrate on companies in the electric, gas, energy pipeline, telephone, telecommunication, water, cable, airport, seaport and toll road industries. We buy equity-related securities including common stocks; nonconvertible preferred stocks; American Depositary Receipts (ADRs); warrants and rights that can be exercised to obtain stocks; investments in various types of business ventures, including partnerships and joint ventures; and similar securities.

The Fund may also invest in securities of real estate investment trusts (REITs). In addition, we may also buy convertible securities. These are securities - like bonds, corporate notes and preferred stocks - that we can convert into the company's common stock or some other equity security. Generally, we consider selling a security when it has increased in value to the point where it is no longer undervalued in the opinion of the investment adviser.

Our investment in debt securities, including corporate and government bonds, is limited to those rated investment-grade by a major rating service (such as BBB or above by Standard & Poor's Ratings Services (S&P) or Baa or above by Moody's Investors Service Inc. (Moody's)) or, if not rated, to those we believe are of comparable quality. Obligations rated below BBB by S&P or Baa by Moody's have speculative characteristics. If the rating of a bond is downgraded after the Fund purchases it (or if the bond is no longer rated), we will not have to sell the bond, but we will take this into consideration in deciding whether the Fund should continue to hold the bond.

The Fund may participate in the initial public offering (IPO) market. Securities purchased in initial public offerings may be very volatile, rising and falling rapidly, often based, among other reason, on investor perceptions rather than on economic factors. Additionally, investments in IPOs may magnify a Fund's performance if it has a small asset base.

## Foreign Securities

We may invest up to 50% of the Fund's investable assets in foreign securities, including money market instruments and other investment-grade fixed-income securities, stocks and other equity-related securities. For purposes of the 50% limit, we do not consider ADRs, ADSs and other similar receipts or shares traded in U.S. markets to be foreign securities.

## **Our Total Return Strategy**

**We look for stocks of companies that we believe will produce both above-average earnings and dividend growth over the long term. We also try to diversify within the utility industry to take advantage of opportunities that have arisen from deregulation.**

For more information, see "Investment Risks" below and the Statement of Additional Information, "Description of the Funds, Their Investments and Risks." The Statement of Additional Information - which we refer to as the SAI - contains additional information about the Fund. To obtain a copy, see the back cover page of this prospectus.

The Fund's investment objective is a fundamental policy that cannot be changed without shareholder approval. The Fund's policy of investing at least 80% of the Fund's investable assets in equity-related and investment-grade debt securities of utility companies is not fundamental. The Board of the Directors of the Fund (the Board) can change investment policies that are not fundamental without shareholder approval.

## **OTHER INVESTMENTS AND STRATEGIES**

In addition to the principal strategies, we also may use the following investment strategies to try to increase the Fund's returns or protect its assets if market conditions warrant.

**Non-Utility Investments.** The Fund may invest in securities of issuers not in the utility industry. These include stocks and fixed-income obligations, like corporate and government bonds and money market instruments.

**Temporary Defensive Investments.** In response to adverse market, economic or political conditions, the Fund may take a temporary defensive position and invest up to 100% of the Fund's assets in money market instruments, including short-term obligations of, or securities guaranteed by, the U.S. Government, its agencies or instrumentalities or in high-quality obligations of banks and corporations, and may hold up to 100% of the Fund's assets in cash or cash equivalents. Investing heavily in these securities limits our ability to achieve our investment objectives, but can help to preserve the Fund's assets.

**Repurchase Agreements.** The Fund may use **repurchase agreements**, where a party agrees to sell a security to the Fund and then repurchases it at an agreed-upon price at a stated time. This creates a fixed return for the Fund, and is, in effect, a loan by the Fund. Repurchase agreements are used for cash management purposes only.

*Derivative Strategies.* We may use various **derivative strategies** to try to improve the Fund's returns. We may also use hedging techniques to try to protect the Fund's assets. We cannot guarantee that these strategies and techniques will work, that the instruments necessary to implement these strategies and techniques will be available, or that the Fund will not lose money. The use of derivatives — such as futures, foreign currency forward contracts, options on futures and various types of swaps involves costs and can be volatile. With derivatives, we try to predict if the underlying investment — a security, market index, currency, interest rate, or some other benchmark, will go up or down at some future date. We may use derivatives to try to reduce risk or to increase return consistent with the Fund's overall investment objectives. We will consider other factors (such as cost) in deciding whether to employ any particular strategy or technique, or use any particular instrument. Any derivatives we may use may not match or offset the Fund's underlying positions and this could result in losses to the Fund that would not otherwise have occurred. Derivatives that involve leverage could magnify losses. When the Fund uses derivative strategies, the Fund designates certain assets as segregated or otherwise covers its exposure, as required by the rules of the Securities and Exchange Commission.

*Futures Contracts and Related Options.* The Fund may purchase and sell financial **futures contracts** and related options on financial futures. A futures contract is an agreement to buy or sell a set quantity of an underlying asset at a future date, or to make or receive a cash payment based on the value of a securities index, or some other asset, at a stipulated future date. The terms of futures contracts are standardized. In the case of a financial futures contract based upon a broad index, there is no delivery of the securities comprising the underlying index, margin is uniform, a clearing corporation or an exchange is the counterparty and the Fund makes daily margin payments based on price movements in the index. An **option** gives the purchaser the right to buy or sell securities or currencies, or in the case of an option on a futures contract or an option on a swap, the right to buy or sell a futures contract or swap, respectively, in exchange for a premium.

*Foreign Currency Forward Contracts.* The Fund may enter into **foreign currency forward contracts** to protect the value of its assets against future changes in the level of foreign exchange rates. A foreign currency forward contract is an obligation to buy or sell a given currency on a future date and at a set price or to make or receive a cash payment based on the value of a given currency at a future date. Delivery of the underlying currency is expected, the terms are individually negotiated, the counterparty is not a clearing corporation or an exchange, and payment on the contract is made upon delivery, rather than daily.

*Swap Transactions.* The Fund may enter into **swap transactions**. Swap agreements are two-party contracts entered into primarily by institutional investors for periods typically ranging from a few weeks to more than one year. In a standard "swap" transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which may be adjusted for an interest factor. There are various types of swaps, including but not limited to, equity swaps, credit default swaps, interest rate swaps, total return swaps and index swaps.

*Swap Options.* The Fund may enter into **swap options**. A swap option is a contract that gives a counterparty the right (but not the obligation) to enter into a new swap agreement or to shorten, extend, cancel or otherwise modify an existing swap agreement, at some designated future time on specified terms. For more information about these strategies, see the SAI.

*Tax-Advantaged Hedging.* To protect against price declines in our holdings that have developed large

accumulated capital gains, we may use hedging techniques to help reduce taxes, including the purchase of put options on securities held, and financial and stock index futures contracts. Using these techniques rather than selling these securities may reduce exposure to price declines in certain securities without realizing substantial capital gains under current tax law. Our ability to use these strategies as a tax management technique for holdings of appreciated securities is limited - certain hedging transactions must be closed out within 30 days after the end of the taxable year. Our ability to use different tax-management strategies may be limited in the future by market volatility, excessive shareholder redemptions or changes in tax law. We expect that by using various tax management strategies, we may reduce the extent to which you incur taxes on Fund distributions of investment income and net realized gains. Even so, we expect to distribute taxable income or capital gains from time to time.

*Options on Securities and Financial Indexes.* The Fund may purchase and sell put and call options on securities and financial indexes traded on U.S. or foreign securities exchanges, on Nasdaq or in the over-the-counter market. An **option** gives the purchaser the right to buy or sell securities in exchange for a premium. The Fund will sell only covered options. For more information about the Fund's use of options, see the SAI.

**Short Sales "Against the Box".** Although the Fund may not make short sales, the Fund may make **short sales "against the box"**. Short sales means that a fund may sell a security that it does not own, which it may do, for example, when the portfolio manager(s) think the value of the security will decline. A fund generally borrows the security to deliver to the buyers in a short sale and must then replace the borrowed security by purchasing it at the market price at the time of replacement. Short sales involve costs and risk. A fund must pay the lender any dividends or interest that accrues on the security it borrows, and the fund will lose money if the price of the security increases between the time of the short sale and the date when the fund replaces the borrowed security. In a short sale against the box, at the time of sale, the Fund owns or has the right to acquire the identical security at no additional cost. When selling short against the box, the Fund gives up the opportunity for capital appreciation in the security.

**Additional Strategies.** The Fund follows certain policies when it **borrow money** (the Fund can borrow up to 33 1/3% of the value of its total assets); **purchases shares of affiliated mutual funds** (the Fund may invest up to 25% of its total assets in shares of affiliated money market funds or open-ended short-term bond funds with a portfolio maturity of three years or less); **lends its securities** to others (the Fund can lend up to 33 1/3% of the value of its total assets); and **holds illiquid securities** (the Fund may hold up to 15% of its net assets in illiquid securities, including securities with legal or contractual restrictions on resale, those without a readily available market and repurchase agreements with maturities longer than seven days).

The Fund is subject to certain other investment restrictions that are fundamental policies, which means they cannot be changed without shareholder approval. For more information about these restrictions, see the SAI.

## PORTFOLIO TURNOVER

The Fund may actively and frequently trade its portfolio securities to achieve its investment objective. For the fiscal years ended November 30, 2005 and 2004, the Fund's annual turnover rates were 40% and 30%, respectively. Future portfolio turnover could be higher or lower. Portfolio turnover is generally the percentage obtained by dividing the lesser of portfolio purchases or sales (excluding all securities, including options, whose

maturities or expiration date at acquisition were one year or less) by the monthly average value of the portfolio. High portfolio turnover (100% or more) involves correspondingly higher brokerage commissions and other transaction costs, which are borne directly by the Fund. In addition, high portfolio turnover may also mean that a proportionately greater amount of distributions to shareholders will be taxed as ordinary income rather than long-term capital gains compared to investment companies with lower portfolio turnover.

## INVESTMENT RISKS

As noted previously, all investments involve risk, and investing in the Fund is no exception. Since the Fund's holdings can vary significantly from broad-based securities market indexes, performance of the Fund can deviate from performance of the indexes. This chart outlines the key risks and potential rewards of the Fund's principal strategies and certain other non-principal strategies that the Fund may use. The investment types are listed in the order in which they normally will be used by the portfolio manager. Unless otherwise noted, the Fund's ability to engage in a particular type of investment is expressed as a percentage of total assets. For more information, see the SAI.

Securities of utility companies (At least 80% of investable assets)

Risks

- Inflationary and other cost increases in fuel and other operating expenses.
- Utilities' earnings growth may be slower than broad market indexes.
- Deregulation of utility companies may negatively affect their earnings.
- Changes in regulatory environment.
- See risks of equity-related securities and fixed-income obligations below.

Potential Rewards

- Potential for both current income and capital appreciation.
- Utilities are regulated by the government so earnings tend to be more consistent and less susceptible to economic cycles.
- Most utility stocks have higher yields than other sectors of the market.
- Deregulation of utility companies may present opportunities for significant capital appreciation.

Equity-related securities (Up to 100%)

Risks

- Individual stocks could lose value.
- The equity markets could go down, resulting in a decline in value of a Fund's investments.
- Changes in economic or political conditions, both domestic and international, may result in a decline in value of a Fund's investments.

Potential Rewards

- Historically, stocks have out performed other investments over the long term.
- Generally, economic growth means higher corporate profits, which leads to an increase in stock prices, known as capital appreciation.

Fixed-income obligations (up to 100%; usually less than 15%)

#### Risks

- The Fund's holdings, share price, yield and total return may fluctuate in response to bond market movements.
- Credit risk - the risk that the default of an issuer would leave the Fund with unpaid interest or principal. The lower a bond's quality, the higher its potential volatility.
- Market risk - the risk that the market value of an investment may move down, sometimes rapidly or unpredictably. Market risk may affect an industry, a sector or the market as a whole.
- Interest rate risk - the risk that the value of most bonds will fall when interest rates rise. The longer a bond's maturity and the lower its credit quality, the more its value typically falls. It can lead to price volatility.

#### Potential Rewards

- Most bonds will rise in value when interest rates fall.
- Bonds have generally outperformed money market instruments over the long term, with less risk than stocks.
- Regular interest income.
- Investment-grade bonds have a lower risk of default than junk bonds.
- Principal and interest on government securities may be guaranteed by the issuing government.
- High-quality debt obligations are generally more secure than stocks since companies must pay their debts before they pay dividends.

Foreign Securities (Up to 50% usually less than 25%)

#### Risks

- Foreign markets, economies and political systems, particularly those in developing countries, may not be as stable as those in the U. S.
- Currency risk - adverse changes in the values of foreign currencies can cause losses (non-U.S. dollar denominated securities).
- May be less liquid than U.S. stocks and bonds.
- Differences in foreign laws, accounting standards, public information, custody and settlement practices may result in less reliable information on foreign investments and involve more risks.
- Investments in emerging market securities are subject to greater volatility and price declines.

#### Potential Rewards

- Investors may participate in the growth of foreign markets through a Fund's investments in companies operating in those markets.
- Fund may profit from a favorable change in the value of foreign currencies (non-U.S. dollar denominated securities).
- Opportunities for diversification.

Derivatives (Percentage varies; usually less than 10%)

## Risks Potential Rewards

- The value of derivatives (such as futures, swaps and options) that are used to hedge a portfolio security is generally determined independently from the value of that security and could result in a loss to the Fund when the price movement of the derivative does not correlate with a change in the value of the portfolio security.
  - Derivatives may not have the intended effects and may result in losses or missed opportunities.
  - The counterparty to a derivatives contract could default.
  - Derivatives can increase share price volatility and those that involve leverage could magnify losses.
  - Certain types of derivatives involve costs to the Fund that can reduce returns.
  - It may be difficult to value precisely or sell at the time or price desired.
- Derivatives could make money and protect against losses if the investment analysis proves correct.
  - Derivatives used for return enhancement purposes involve a type of leverage and could generate substantial gains at low cost.
  - One way to manage the Fund's risk/return balance is by locking in the value of an investment ahead of time.
  - Hedges that correlate well with an underlying position can reduce or eliminate the volatility of investment income or capital gains at low cost.

## Illiquid Securities (Up to 15% of net assets)

### Risks Potential Rewards

- May be difficult to value precisely.
  - May be difficult to sell at the time or price desired.
- May offer a more attractive yield or potential for growth than more widely traded securities.

## Short Sales "against the box" (up to 10%)

### Risks Potential Rewards

- May magnify underlying investment losses.
  - Share price volatility can magnify losses because underlying security must be replaced at a specific time.
  - Investment costs may exceed potential underlying investment gains.
  - Short sales "against the box" give up the opportunity for capital appreciation in the security and pose the risk of potentially unlimited loss.
- May magnify underlying investment gains.

Money market instruments (Up to 20% under normal circumstances; up to 100% on a temporary basis)

## Risks

- Limits the Fund's potential for capital appreciation and achieving its objective.
- Credit risk (which are less of a concern for money market instruments) - the risk that the underlying receivables will not be paid by debtors or by credit insurers or guarantors of such instruments.
- Market risk (which are less of a concern for money market instruments) - the risk that bonds will lose value in the market, sometimes rapidly or unpredictably, because interest rates rise or there is a lack of confidence in the borrower or the bond's insurer.

## Potential Rewards

- May preserve the Fund's assets.

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## HOW THE FUND IS MANAGED

### BOARD OF DIRECTORS

The Fund is overseen by a Board of Directors or Trustees (hereafter referred to as Directors, or the Board). The Board oversees the actions of the Manager, investment subadviser and Distributor and decides on general policies. The Board also oversees the Fund's officers, who conduct and supervise the daily business operations of the Fund.

### MANAGER

**Prudential Investments LLC (PI) Gateway Center Three, 100 Mulberry Street Newark, NJ 07102**

Under a Management Agreement with the Fund, PI manages the Fund's investment operations and administers its business affairs and is responsible for supervising the Fund's investment subadviser. For the fiscal year ended October 31, 2005, the Fund paid PI management fees of .55% of the Fund's average daily net assets for all share classes.

PI and its predecessors have served as a manager or administrator to investment companies since 1987. As of December 31, 2005, PI, a wholly-owned subsidiary of Prudential, served as the investment manager to all of the Prudential U.S. and offshore open-end investment companies, and as the administrator to closed-end investment companies, with aggregate assets of approximately \$94.9 billion.

Subject to the supervision of the Board, PI is responsible for conducting the initial review of prospective investment subadvisers for the Fund. In evaluating a prospective investment subadviser, PI considers many

factors, including the firm's experience, investment philosophy and historical performance. PI is also responsible for monitoring the performance of the Fund's investment subadviser.

PI and the Fund operate under an exemptive order (the Order) from the Securities and Exchange Commission (the Commission) that generally permits PI to enter into or amend agreements with investment subadvisers without obtaining shareholder approval each time. This authority is subject to certain conditions, including the requirement that the Board must approve any new or amended agreements with an investment subadviser. Shareholders of the Fund still have the right to terminate these agreements at any time by a vote of the majority of outstanding shares of the Fund. The Fund will notify shareholders of any new investment subadvisers or material amendments to subadvisory agreements pursuant to the Order.

A discussion of the basis for the Directors' approvals of the Fund's management and subadvisory agreement(s) is available in the Fund's annual report to shareholders (for agreements approved during the fiscal year ended November 30) and in the Fund's semi-annual report to shareholders (for agreements approved during the six month period ended May 31).

## INVESTMENT SUBADVISER

**Jennison Associates LLC (Jennison) is the Fund's investment subadviser. Its address is 466 Lexington Avenue, New York, NY 10017. PI has responsibility for all investment advisory services, supervises Jennison and pays Jennison for its services. For the fiscal year ended October 31, 2005, PI paid Jennison fees of .27% of the Fund's average daily net assets. As of December 31, 2005, Jennison managed in excess of \$72 billion in assets. Jennison has served as an investment adviser since 1969 and has advised investment companies since 1990.**

## PORTFOLIO MANAGERS

**Shaun Hong, CFA, and Ubong "Bobby" Edemeka are the portfolio managers of the Fund. Mr. Hong generally has final authority over all aspects of the Fund's investment portfolio, including but not limited to, purchases and sales of individual securities, portfolio construction, risk assessment and management of cash flows.**

**Shaun Hong** is a Senior Vice President of Jennison. From 1999 until joining Jennison in September 2000, he was with Prudential as an analyst responsible for power, natural gas and telecommunication industries within Prudential's Public Equity unit. He began his career in 1992 as a research analyst covering telecommunications and technology companies at Parker/Hunter Inc., a regional brokerage firm based in Pittsburgh. In 1994, Mr. Hong joined Equinox Capital Management where he worked for five years researching utility, consumer products, commodities and technology sectors. He received his B.S. in Industrial Management in 1992 from Carnegie Mellon University and is a member of The New York Society of Security Analysts, Inc. He has managed the Fund since September 2000.

**Ubong "Bobby" Edemeka** is a Vice President of Jennison, which he joined in March 2002. He began his career as an equity analyst at Prudential Investments in the Equity Mutual Funds Group in 1997. His responsibilities

included coverage of the domestic utilities sector and presenting investment recommendations for the Prudential Utility Fund, now known as the Jennison Utility Fund. In 2000, Mr. Edemeka was with SSB Citi Asset Management Group in the Global Utilities Team before joining Goldman Sachs Co. as a sell-side analyst covering domestic electric utilities and independent power producers. Mr. Edemeka graduated with a B.A. in Government from Harvard College in 1997. He has managed the Fund since March 2005.

The portfolio managers for the Fund are supported by other Jennison portfolio managers, research analysts and investment professionals. Jennison typically follows a team approach in providing such support to the portfolio managers. The teams are generally organized along product strategies (e.g., large cap growth, large cap value) and meet regularly to review the portfolio holdings and discuss security purchase and sales activity of all accounts in the particular product strategy. Team members provide research support, make securities recommendations and support the portfolio managers in all activities. Members of the team may change from time to time.

Additional information about the portfolio managers, their compensation, other accounts that they manage and ownership of securities in the Fund may be found in the SAI.

## DISTRIBUTOR

Prudential Investment Management Services LLC (PIMS or the Distributor) distributes the Fund's shares under a Distribution Agreement with the Fund. The Fund also has a Distribution and Service Plan (the Plan) under Rule 12b-1 of the Investment Company Act with respect to each of the Class A, Class B and Class C Shares. Under the Plans and the Distribution Agreement, PIMS pays the expenses of distributing the Fund's Class A, B, C, and Z shares and provides certain shareholder support services. The Fund pays distribution and other fees to PIMS as compensation for its services for each class of shares other than Class Z. These fees — known as 12b-1 fees — are shown in the "Fees and Expenses" tables.

Because the fees are paid from the Fund's assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges.

## DISCLOSURE OF PORTFOLIO HOLDINGS

A description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio securities is described in the Fund's SAI and on the Fund's website at [www.jennisondryden.com](http://www.jennisondryden.com).

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## FUND DISTRIBUTIONS AND TAX ISSUES

### DISTRIBUTIONS

Investors who buy shares of the Fund should be aware of some important tax issues. For example, the Fund

distributes **dividends** of net investment income and realized net **capital gains**, if any, to shareholders. These distributions are subject to taxes, unless you hold your shares in a 401(k) plan, an Individual Retirement Account (IRA), or some other qualified or tax-deferred plan or account. Dividends and distributions from the Fund also may be subject to state and local income taxes.

Also, if you sell shares of the Fund for a profit, you may have to pay capital gains taxes on the amount of your profit unless you hold your shares in a qualified or tax-deferred plan or account.

The following briefly discusses some of the important federal income tax issues you should be aware of, but is not meant to be tax advice. For tax advice, please speak with your tax adviser.

The Fund distributes **dividends** of any net investment income to shareholders—typically every month. For example, if the Fund owns ACME Corp. stock and the stock pays a dividend, the Fund will pay out a portion of this dividend to its shareholders, assuming the fund's income is more than its costs and expenses. The dividends you receive from the Fund will be subject to taxation whether or not they are reinvested in the Fund.

The Fund also distributes any realized net **capital gains** to shareholders—typically every month. Capital gains are generated when the Fund sells its assets for a profit. For example, if the Fund bought 100 shares of ACME Corp. stock for a total of \$1,000 and more than one year later sold the shares for a total of \$1,500, the Fund has net long-term capital gains of \$500, which it will pass on to shareholders (assuming the Fund's remaining total gains are greater than any losses it may have). Capital gains are taxed differently depending on how long the Fund holds the security—if the Fund holds a security for more than one year before selling it, any gain is treated as **long-term** capital gain which, if recognized before January 1, 2009, is generally taxed at rates of up to 15%, provided that the Fund distributes the net capital gain to non-corporate U.S. shareholders. If the Fund holds the security for one year or less, any gain is treated as **short-term** capital gain, which is taxed at rates applicable to ordinary income. Different rates apply to corporate shareholders.

Dividends of net investment income paid to a noncorporate U.S. shareholder before January 1, 2009 that are designated as qualified dividend income will generally be taxable to such shareholder at a maximum rate of 15%. Dividends of net investment income that are not designated as qualified dividend income will be taxable to shareholders at ordinary income rates. Also, a portion of the dividends paid to corporate shareholders of the Fund will be eligible for the 70% dividends received deduction to the extent a Fund's income is derived from certain dividends received from U.S. corporations.

## TAX ISSUES

**Form 1099** Every year, you will receive a **Form 1099**, which reports the amount of dividends and long-term capital gains we distributed to you during the prior year unless you own shares of the Fund as part of a qualified or tax-deferred plan or account. If you do own shares of the Fund as part of a qualified or tax-deferred plan or account, your taxes are deferred, so you will not receive a Form 1099 annually, but instead, you will receive a Form 1099 when you take any distributions from your qualified or tax-deferred plan or account.

Fund distributions are generally taxable to you in the calendar year in which they are received, except when we declare certain dividends in the fourth quarter, with a record date in such quarter, and actually pay them in January of the following year. In such cases, the dividends are treated as if they were paid on December 31 of the prior year.

## **Withholding Taxes**

If federal tax law requires you to provide the Fund with your taxpayer identification number and certifications as to your tax status, and you fail to do this, or if you are otherwise subject to backup withholding, we will withhold and pay to the U.S. Treasury a portion (currently 28%) of your distributions and sale proceeds.

## **Taxation of Foreign Shareholders**

For a discussion regarding the taxation of foreign shareholders, please see the SAI.

## **If You Purchase Just Before Record Date**

If you buy shares of the Fund just before the record date for a distribution (the date that determines who receives the distribution), we will pay that distribution to you. As explained above, the distribution may be subject to taxes. You may think you've done well since you bought shares one day and soon thereafter received a distribution. That is not so, because when dividends are paid out, the value of each share of the Fund decreases by the amount of the dividend to reflect the payout, although this may not be apparent because the value of each share of the Fund also will be affected by market changes, if any. The distribution you receive makes up for the decrease in share value. However, the timing of your purchase does mean that part of your investment came back to you as taxable income.

## **Qualified and Tax-Deferred Retirement Plans**

Retirement plans and accounts allow you to defer paying taxes on investment income and capital gains. Contributions to these plans may also be tax deductible, although distributions from these plans generally are taxable. In the case of Roth IRA accounts, contributions are not tax deductible, but distributions from the plan may be tax-free. Please contact your financial adviser for information on a variety of JennisonDryden or Strategic Partners mutual funds that are suitable for retirement plans offered by Prudential.

## **IF YOU SELL OR EXCHANGE YOUR SHARES**

If you sell any shares of the Fund for a profit, you have **realized a capital gain**, which is subject to tax unless the shares are held in a qualified or tax-deferred plan or account. For individuals, the maximum capital gains tax rate is generally 15%, if the gain is recognized before January 1, 2009, for shares held for more than 1 year.

If you sell shares of the Fund for a loss, you may have a capital loss, which you may use to offset capital gains you have, plus, in the case of noncorporate taxpayers, ordinary income of up to \$3,000. If you sell shares and realize a loss, you will not be permitted to use the loss to the extent you replace the shares (including pursuant to the reinvestment of a dividend) within a 61-day period (beginning 30 days before and ending 30 days after the sale of the shares). Under certain circumstances, if you acquire shares of the Fund and sell or exchange your shares within 90 days, you may not be allowed to include certain charges incurred in acquiring the shares for purposes of calculating gain or loss realized upon the sale of the shares.



Exchanging your shares of the Fund for the shares of another JennisonDryden or Strategic Partners mutual fund is considered a sale for tax purposes. In other words, it's a taxable event. Therefore, if the shares you exchanged have increased in value since you purchased them, you have capital gains, which are subject to the taxes described above. Any gain or loss you may have from selling or exchanging Fund shares will not be reported on Form 1099; however, proceeds from the sale or exchange will be reported on Form 1099-B. Therefore, unless you hold your shares in a qualified or tax-deferred plan or account, you or your financial adviser should keep track of the dates on which you buy and sell — or exchange — Fund shares, as well as the amount of any gain or loss on each transaction. For tax advice, please see your tax adviser.

**Automatic Conversion of Class B Shares** We have obtained a legal opinion that the conversion of Class B shares into Class A shares — which happens automatically approximately seven years after purchase — is not a taxable event because it does not involve an actual sale of your Class B shares. This opinion, however, is not binding on the Internal Revenue Service (IRS). For more information about the automatic conversion of Class B shares, see "Class B Shares Convert to Class A Shares After Approximately Seven Years" in the next section.

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## HOW TO BUY, SELL AND EXCHANGE SHARES OF THE FUND

### HOW TO BUY SHARES

In order to buy shares of the Fund, simply follow the steps described below.

#### Opening an Account

If you don't have an account with us or a financial services firm that is permitted to buy or sell shares of the Fund for you, contact the Fund's Transfer Agent, Prudential Mutual Fund Services LLC (PMFS) at **(800) 225-1852** or write to:

**Prudential Mutual Fund Services LLC Attn: Investment Services P.O. Box 8179 Philadelphia, PA 19176**

You may purchase shares by check or wire. We do not accept cash or money orders. To purchase by wire, call the number above to obtain an application. After PMFS receives your completed application, you will receive an account number. For additional information, see the back cover page of this prospectus. We have the right to reject any purchase order (including an exchange into the Fund) or suspend or modify the Fund's sale of its shares, including due to failure by you to provide additional information requested, such as information needed to verify the source of funds used to purchase shares, your identity or the identity of any underlying beneficial owners of your shares.

With certain limited exceptions, shares of the Fund are only available to be sold in the United States, U.S. Virgin Islands, Puerto Rico and Guam.

### Choosing a Share Class

Individual investors can choose among Class A, Class B, Class C, and Class Z shares of the Fund, although Class Z shares are available only to a limited group of investors.

Multiple share classes let you choose a cost structure that meets your needs:

- Class A shares purchased in amounts of less than \$1 million require you to pay a sales charge at the time of purchase, but the operating expenses of Class A shares are lower than the operating expenses of Class B and Class C shares. Investors who purchase \$1 million or more of Class A shares and sell these shares within 12 months of purchase are also subject to a CDSC of 1%. (The CDSC is waived for certain retirement and/or benefit plans affiliated with Prudential) .
- Class B shares do not require you to pay a sales charge at the time of purchase, but do require you to pay a sales charge if you sell your shares within six years (that is why it is called a CDSC). The operating expenses of Class B shares are higher than the operating expenses of Class A shares.
- Class C shares do not require you to pay a sales charge at the time of purchase, but do require you to pay a sales charge if you sell your shares within 12 months of purchase. The operating expenses of Class C shares are higher than the operating expenses of Class A shares. When choosing a share class, you should consider the following factors:
  - The amount of your investment and any previous or planned future investments, which may qualify you for reduced sales charges for Class A shares under Rights of Accumulation or a Letter of Intent.
  - The length of time you expect to hold the shares and the impact of varying distribution fees. Over time, these fees will increase the cost of your investment and may cost you more than paying other types of sales charges. For this reason, Class C shares are generally appropriate only for investors who plan to hold their shares for no more than 3 years.

- The different sales charges that apply to each share class — Class A's front-end sales charge vs. Class B's CDSC vs. Class C's low CDSC.
- The fact that Class B shares automatically convert to Class A shares approximately seven years after purchase.
- Class B shares purchased in single amounts greater than \$100,000 are generally less advantageous than purchasing Class A shares. Purchase orders for Class B shares exceeding this amount generally will not be accepted.
- Class C shares purchased in single amounts greater than \$1 million are generally less advantageous than purchasing Class A shares. Purchase orders for Class C shares above this amount generally will not be accepted.
- Because Class Z shares have lower operating expenses than Class A, Class B or Class C shares, as applicable, you should consider whether you are eligible to purchase Class Z shares.

See "How to Sell Your Shares" for a description of the impact of CDSCs.

Multiple share classes let you choose a cost structure that may best meet your needs. Some investors purchase or sell shares of the Fund through financial intermediaries and omnibus accounts maintained by brokers that aggregate the orders of multiple investors and forward the aggregate orders to the Fund. If your shares are held through a broker-dealer, financial adviser, financial planner or other financial intermediary, you should discuss with your financial intermediary which share classes of the Fund are available to you and which share class may best meet your needs. The Funds have advised the financial intermediaries and broker-dealers who maintain such accounts of the share class features and guidelines, per the prospectus and it is their responsibility to monitor and enforce these guidelines with respect to shareholder purchasing shares through financial intermediaries or omnibus accounts.

*Share Class Comparison.* Use this chart to help you compare the Fund's different share classes. The discussion following this chart will tell you whether you are entitled to a reduction or waiver of any sales charges.

	Class A	Class B	Class C	Class Z
Minimum purchase amount	\$1,000	\$1,000	\$2,500	None
Minimum amount for subsequent purchases	\$100	\$100	\$100	None
Maximum initial sales charge	5.5% of the public offering price	None	None	None

	5% (Year 1) 4% (Year 2) 3% (Year 3) 2% (Year 4) 1% (Years 5/6) 0% (Year 7)		
Contingent Deferred Sales Charge (CDSC) (as a percentage of the lower of original purchase price or sale proceeds)	1%	1%	None
Annual distribution and service (12b-1) fees (shown as a percentage of average daily net assets)	.30 of 1% (.25 of 1% currently)	1%	None

### Notes to Share Class Comparison Table:

° The minimum investment requirements do not apply to certain retirement and employee savings plans and custodial accounts for minors. The minimum initial and subsequent investment for purchases made through the Automatic Investment Plan is \$50. For more information, see "Additional Shareholder Services."

° For more information about the CDSC and how it is calculated, see "How to Sell Your Shares -- Contingent Deferred Sales Charge (CDSC)."

° Investors who purchase \$1 million or more of Class A shares and sell these shares within 12 months of purchase are subject to a 1% CDSC, although they are not subject to an initial sales charge. The CDSC is waived for purchases by certain retirement or benefit plans affiliated with Prudential.

° Distribution and service fees are paid from the Fund's assets on a continuous basis. Over time, the fees will increase the cost of your investment and may cost you more than paying other types of sales charges. The service fee for Class A, Class B and Class C shares is .25 of 1%. The distribution fee is limited to .30 of 1% (including the .25 of 1% service fee) for Class A shares and .75 of 1% for Class B and Class C shares (in addition to the .25% of 1% service fee). The Distributor of the Fund has contractually agreed to March 31, 2007 to reduce its distribution and service (12b-1) fees for Class A shares to .25 of 1% of the average daily net assets of the Class A shares. **Reducing or Waiving Class A's Initial Sales Charge**

The following describes the different ways investors can reduce or avoid paying Class A's initial sales charge.

*Increase the Amount of Your Investment.* You can reduce Class A's initial sales charge by increasing the amount of your investment. This table shows how the sales charge decreases as the amount of your investment increases:

Amount of Purchase	Sales Charge as a % of Offering Price	Sales Charge as a % of Amount Invested	Dealer Reallowance
Less than \$25,000	5.50%	5.82%	5.00%
\$25,00 to \$49,999	5.00%	5.26%	4.50%
\$50,000 to \$99,999	4.50%	4.71%	4.00%
\$100,000 to \$249,999	3.75%	3.90%	3.25%
\$250,000 to \$499,999	2.75%	2.83%	2.50%
\$500,000 to \$999,999	2.00%	2.04%	1.75%
\$1 million to \$4,999,999*	None	None	1.00%**

\* If you invest \$1 million or more, you can buy only Class A shares, unless you qualify to buy Class Z or Class R shares. If you purchase \$1 million or more of Class A shares and sell these shares within 12 months of purchase, you will be subject to a 1% CDSC, although you will not be subject to an initial sales charge. The CDSC is waived for purchases by certain retirement or benefit plans affiliated with Prudential.

\*\* For investments of \$5 million to \$9,999,999, the dealer reallowance is 0.50%. For investments of \$10 million and over, the dealer allowance is 0.25%.

To satisfy the purchase amounts above, you can:

- Use your **Rights of Accumulation, which allow you or an eligible group of related investors to**

**combine (1) the current value of JennisonDryden or Strategic Partners mutual fund shares you or the group already own (2) the value of money market shares you or an eligible group of related investors have received for shares of other JennisonDryden or Strategic Partners mutual funds in an exchange transaction, and (3) the value of the shares you or an eligible group of related investors are purchasing;**

- **Sign a Letter of Intent, stating in writing that you or an eligible group of related investors will purchase a certain amount of shares in the Fund and other JennisonDryden or Strategic Partners mutual funds within 13 months;**
- Use your **Combined Purchase and Cumulative Purchase Privilege**, which allows you and an eligible group of related investors to combine the value of Class A shares of this Fund with the value of other JennisonDryden or Strategic Partners mutual funds that you or the group are purchasing at the same time.

Note: Class Z shares cannot be aggregated with any other share class for purposes of reducing or waiving Class A's initial sales charge.

An "eligible group of related investors" includes any combination of the following:

- All accounts held in your name (alone or with other account holders) and taxpayer identification number (TIN);
- Accounts held in your spouse's name (alone or with other account holders) and TIN (see definition of spouse below);
- Accounts for your children or your spouse's children including children for whom you and /or your spouse are legal guardian (e.g. UGMAs and UTMAs);
- Accounts in the name and TINs of your parents;
- Trusts with you, your spouse, your children, your spouse's children, and/or your parents as the beneficiaries;
- With limited exclusions, accounts with the same address (exclusions include, but are not limited to addresses for brokerage firms and other intermediaries and Post Office boxes);
- Accounts held in the name of a company controlled by you (a person, entity or group that holds 25% or more of the outstanding voting securities of a company will be deemed to control the company, and a partnership will be deemed to be controlled by each of its general partners), including employee benefit plans of the company where the accounts are held in the plan's TIN.

A "spouse" is defined as follows:

- The person to whom you are legally married. We also consider your spouse to include the following;
- An individual of the same gender with whom you have been joined in a civil union, or legal contract similar to marriage;
- A domestic partner, who is an individual (including one of the same gender) with whom you have shared a primary residence for at least six months, in a relationship as a couple where you, your domestic partner or both provide personal or financial welfare of the other without a fee, to whom you are not related by blood; or
- An individual with whom you have a common law marriage, which is a marriage in a state where such marriages are recognized between a man and a woman arising from the fact that the two live together and hold themselves out as being married.

The value of shares held by you or an eligible group of related investors will be determined as follows:

- for Class A and Class L shares the value of existing shares is determined by the maximum offering price (NAV plus maximum sales charge) as of the previous business day; and
- for Class B, C, M and X shares, the value of existing shares is determined by the NAV as of the previous business day.

Note: Class L, M, and X shares are only offered by certain JennisonDryden or Strategic Partners funds.

If your shares are held directly by the Transfer Agent, and you believe you qualify for a reduction or waiver of Class A's initial sales charge, you must notify the Transfer Agent at the time of the qualifying share purchase in order to receive the applicable reduction or waiver. If your shares are held through a broker or other financial intermediary, and you believe you qualify for a reduction or waiver of Class A's initial sales charge, you must notify your broker or intermediary at the time of the qualifying purchase in order to receive the applicable reduction or waiver. Shares held through a broker or other financial intermediary will not be systematically aggregated with shares held directly by the Transfer Agent for purposes of receiving a reduction or waiver of Class A's initial sales charge. The reduced or waived sales charge will be granted subject to confirmation of account holdings.

If your shares are held directly by the Transfer Agent, you must identify the eligible group of related investors. Although the Transfer Agent does not require any specific form of documentation in order to establish your eligibility to receive a waiver or reduction of Class A's initial sales charge, you may be required to provide appropriate documentation if the Transfer Agent is unable to establish your eligibility.

If your shares are held through a broker or other intermediary, the broker or intermediary is responsible for determining the specific documentation, if any, that you may need in order to establish your eligibility to receive

a waiver or reduction of Class A's initial sales charge. Your broker or intermediary is also responsible for notifying the Transfer Agent if your share purchase qualifies for a reduction or waiver of Class A's initial sales charge.

*Purchases of \$1 million or more. If you purchase \$1 million or more of Class A shares, you will not be subject to an initial sales charge, although a CDSC may apply, as previously noted.*

*Benefit Plans.* Certain group retirement and savings plans may purchase Class A shares without paying the initial sales charge if they meet the required minimum for amount of assets, average account balance or number of eligible employees. For more information about these requirements, call Prudential at (800) 353-2847.

*Mutual Fund Programs.* The initial sales charge will be waived for investors in certain programs sponsored by broker-dealers, investment advisers and financial planners who have agreements with the Distributor relating to:

- Mutual fund "wrap" or asset allocation programs; where the sponsor places fund trades, links its clients' accounts to a master account in the sponsor's name and charges its clients a management, consulting or other fee for its services, or
- Mutual fund "supermarket" programs; where the sponsor links its clients' accounts to a master account in the sponsor's name and the sponsor charges a fee for its services.

Broker-dealers, investment advisers or financial planners sponsoring these mutual fund programs may offer their clients more than one class of shares in the Fund in connection with different pricing options for their programs. Investors should consider carefully any separate transaction and other fees charged by these programs in connection with investing in each available share class before selecting a share class.

**Group Retirement Benefit Plans.** Certain group retirement plans, including 401(k) plans, Keogh plans, profit-sharing pension plans, money purchase pension plans, target benefit plans, defined benefit plans, Taft Hartley multi-employer pension plans, SEP IRA and SARSEP plans, SIMPLE IRA plans, 457 plans, 403(b) plans, non-qualified deferred compensation plans, and other defined contribution plans and savings plans may purchase Class A shares without paying the initial sales charge. The availability of Class A shares at net asset value for group retirement plans will depend upon the policies of your financial intermediary and/or the recordkeeper for your plan. If Prudential Retirement Services is the record keeper for your group retirement plan, you may call Prudential at (800) 353-2847 with any questions. Otherwise, investors in group retirement plans should contact their financial intermediary with any questions regarding availability of Class A shares at net asset value. If they meet the required minimum for amount of assets, average account balance or number of eligible employees. For more information about these requirements, call Prudential at (800) 353-2847.

*Other Types of Investors.* Certain other types of investors may purchase Class A shares without paying the initial sales charge, including:

- certain directors, officers, employees (and certain members of their families) of Prudential and its affiliates, the JennisonDryden or Strategic Partners mutual funds, and the investment subadvisers of the JennisonDryden or Strategic Partners mutual funds;
- persons who have retired directly from active service with Prudential or one of its subsidiaries;
- certain real estate brokers, agents and employees of real estate brokerage companies affiliated with the Prudential Real Estate Affiliates;
- registered representatives and employees of brokers that have entered into dealer agreements with the Distributor; and
- investors in IRA accounts, provided that (a) the purchase is made either from a directed rollover to such Individual Retirement Account or with the proceeds of a tax-free rollover of assets from a Benefit Plan for which Prudential Retirement (the institutional Benefit Plan recordkeeping entity of Prudential) provides administrative or recordkeeping services, in each case provided that such purchase is made within 60 days of receipt of the Benefit Plan distribution, or recordkeeping for the Individual Retirement Account is performed by Prudential Retirement as part of its "Rollover IRA" program (regardless of whether or not the assets of the Individual Retirement Account consist of proceeds of a tax-free rollover of assets from a Benefit Plan described above).

To qualify for a waiver of the Class A sales charge at the time of purchase, you must notify the Transfer Agent or the Distributor must be notified by the broker facilitating the purchase that the transaction qualifies for a waiver of the Class A sales charge. The waiver will be granted subject to confirmation of your account holdings.

*Additional Information About Reducing or Waiving Class A's Sales Charge.* The Fund also makes available free of charge, on the Fund's website at [www.jennisondryden.com](http://www.jennisondryden.com), in a clear and prominent format, information relating to the Fund's Class A initial sales charge, and the different ways that investors can reduce or avoid paying the initial sales charge. The Fund's website includes hyperlinks that facilitate access to this information.

You may need to provide your broker-dealer or other financial intermediary through which you hold Fund shares with the information necessary to take full advantage of reduced or waived Class A sales charges.

The Distributor may reallocate Class A's sales charge to dealers.

## Qualifying for Class Z Shares

**Benefit Plans:** Group retirement plans, including 401(k) plans, Keogh plans, profit-sharing pension plans, money purchase pension plans, target benefit plans, defined benefit plans, Taft Hartley multi-employer pension plans, SEP IRA and SARSEP plans, SIMPLE IRA plans, 457 plans, 403(b) plans, non-qualified deferred compensation plans, and other defined contribution plans may purchase Class Z shares. The availability of Class Z shares for group retirement plans will depend upon the policies of your financial intermediary and/or the

recordkeeper for your plan. If Prudential Retirement Services is the record keeper for your group retirement plan, you may call Prudential at (800) 353-2847 with any questions. Otherwise, investors in group retirement plans should contact their financial intermediary with any questions regarding availability of Class Z shares.

## **Payments to Financial Services Firms**

The Manager, Distributor or their affiliates have entered into revenue sharing or other similar arrangements with financial services firms, including affiliates of the Manager. These revenue sharing arrangements are intended to promote the sale of Fund shares or to compensate the financial services firms for marketing or marketing support activities in connection with the sale of Fund shares. Revenue sharing payments may be used by financial services firms in a variety of ways, including defraying costs incurred by the firms to educate their registered representatives about the Fund, as well as defraying costs incurred by the firms in providing or facilitating shareholder recordkeeping as well as the servicing or maintenance of shareholder accounts.

In exchange for revenue sharing payments, the Fund may receive placement on a financial services firm's preferred or recommended product list. Financial services firms and registered representatives participating in a revenue sharing program may receive greater compensation for selling shares of the Fund than for selling other mutual funds, and your individual registered representative may receive some or all of the revenue sharing amounts paid to the firm that employs him or her. Revenue sharing payments may provide an incentive for financial services firms and their registered representatives to recommend or sell shares of the Fund to you and in doing so may create conflicts of interest between the firms' financial interests and their duties to customers. In exchange for revenue sharing payments, the Fund also may receive preferred access to registered representatives of a financial services firm (for example the ability to make presentations in branch offices or at conferences) or preferred access to customers of the financial services firm (for example the ability to advertise to the firm's customers).

Payments under revenue sharing arrangements are made out of the Manager's or Distributor's own resources and without additional direct cost to the Fund or its shareholders. Revenue sharing payments may be in addition to the sales charges (including Rule 12b-1 fees) or other amounts paid by the Funds, which are also used to compensate financial services firms and their registered representatives for marketing and distribution of the Funds.

Revenue sharing payments are usually calculated based on a percentage of Fund sales and/or Fund assets attributable to a particular financial services firm. Revenue sharing payments may also be based on other criteria or factors, such as a percentage of a registered representative's charges applicable to the sale of Fund shares, a networking fee based on the number of accounts at the firm holding shares of the Fund, a periodic flat fee for set-up and maintenance of the Fund on the computer systems of a financial services firm, or a flat fee for marketing services, such as access to registered representatives. Specific payment formulas are negotiated based on a number of factors including, but not limited to, reputation in the industry, ability to attract and retain assets, target markets, customer relationships and scope and quality of services provided. The amount of revenue sharing also may vary based on the class of shares purchased.

No one factor is determinative of the type or amount of additional compensation to be provided. Please contact your financial services provider for details about any revenue sharing payments it may receive.

## **Class B Shares Convert to Class A Shares After Approximately Seven Years**

If you buy Class B shares and hold them for approximately seven years, we will automatically convert them into Class A shares without charge. At that time, we will also convert any Class B shares that you purchased with reinvested dividends and other distributions. Since the distribution and service (12b-1 fees) for Class A shares are lower than for Class B shares, converting to Class A shares lowers your Fund expenses. Class B shares acquired through the reinvestment of dividends or distributions will be converted to Class A shares according to the procedures utilized by the broker-dealer through which the Class B shares were purchased, if the shares are carried on the books of that broker-dealer and the broker-dealer provides subaccounting services to the Fund. Otherwise, the procedures utilized by PMFS or its affiliates, will be used. The use of different procedures may result in a timing differential in the conversion of Class B shares acquired through the reinvestment of dividends and distributions.

When we do the conversion, you will get fewer Class A shares than the number of Class B shares converted if the price of the Class A shares is higher than the price of Class B shares. The total dollar value will be the same, so you will not have lost any money by getting fewer Class A shares. We do the conversions quarterly, not on the anniversary date of your purchase. For more information, see the SAI.

## **Understanding the Price You'll Pay**

The price you pay for each share of the Fund is based on the share value. The share value of a mutual fund — known as the **net asset value** or **NAV** — is determined by a simple calculation: it's the total value of the Fund (assets minus liabilities) divided by the total number of shares outstanding. For example, if the value of the investments held by Fund XYZ (minus its liabilities) is \$1,000 and there are 100 shares of Fund XYZ owned by shareholders, the value of one share of the fund — or the NAV — is \$10 (\$1,000 divided by 100).

## **Mutual Fund Shares**

**The NAV of mutual fund shares changes every day because the value of a fund's portfolio changes constantly. For example, if Fund XYZ holds ACME Corp. bonds in its portfolio and the price of ACME bonds goes up, while the value of the fund's other holdings remains the same and expenses don't change, the NAV of Fund XYZ will increase.**

The Fund's portfolio securities are valued based upon market quotations or, if not readily available, at fair value as determined in good faith under procedures established by the Board.

With respect to any portion of the Fund's assets that are invested in one or more open-end investment companies, the Fund's net asset value will be calculated based upon the net asset value of the investment company in which the Fund invests. The Fund may also use fair value pricing if it determines that a market quotation is not reliable based, among other things, on events or market conditions that occur after the quotation is derived or after the closing of the primary market on which the security is traded, but before the time that the

Fund's NAV is determined. This use of fair value pricing most commonly occurs with securities that are primarily traded outside the U.S. because such securities present time-zone arbitrage opportunities when events or conditions affecting the prices of specific securities or the prices of securities traded in such markets generally occur after the close of the foreign markets but prior to the time the Fund determines its NAV. The Fund may also use fair value pricing with respect to U.S.-traded securities if, for example, trading in a particular security is halted and does not resume before the Fund calculates its NAV or the exchange on which a security is traded closes early. In addition, fair value pricing is used for securities where the pricing agent or principal market maker does not provide a valuation or methodology or provides a valuation or methodology that, in the judgment of the Manager (or Subadviser) does not represent fair value. Different valuation methods may result in differing values for the same security. The fair value of a portfolio security that the Fund uses to determine its NAV may differ from the security's quoted or published price. If the Fund needs to implement fair value pricing after the NAV publishing deadline but before shares of the Fund are processed, the NAV you receive or pay may differ from the published NAV price.

For purposes of computing the Fund's NAV, we will value the Fund's futures contracts 15 minutes after the close of regular trading on the New York Stock Exchange (NYSE). Except when we fair value securities, we normally value each foreign security held by the Fund as of the close of the security's primary market. Fair value pricing procedures are designed to result in prices for the Fund's securities and its net asset value that are reasonable in light of the circumstances which make or have made market quotations unavailable or unreliable, and may have the effect of reducing arbitrage opportunities available to short-term traders. There is no assurance, however, that fair value pricing will more accurately reflect the market value of a security than the market price of such security on that day or that it will prevent dilution of the Fund's NAV by short-term traders.

We determine the Fund's NAV once each business day at the close of regular trading on the NYSE, usually 4:00 p.m. New York time. The NYSE is closed on most national holidays and Good Friday. We do not price, and you will not be able to purchase or redeem, the Fund's shares on days when the NYSE is closed but the primary markets for the Fund's foreign securities are open, even though the value of these securities may have changed. Conversely, the Fund will ordinarily price its shares, and you may purchase and redeem shares, on days that the NYSE is open but foreign securities markets are closed. We may not determine the NAV of the Fund on days when we have not received any orders to purchase, sell or exchange the Fund's shares, or when changes in the value of the Fund's portfolio do not materially affect its NAV.

Most national newspapers report the NAVs of larger mutual funds, which allows investors to check the prices of those funds daily.

*What Price Will You Pay for Shares of the Fund?* For Class A shares, you'll pay the public offering price, which is the NAV next determined after we receive your order to purchase, plus an initial sales charge (unless you're entitled to a waiver). For all other share classes, you will pay the NAV next determined after we receive your order to purchase (remember, there are no up-front sales charges for these share classes). Your broker may charge you a separate or additional fee for purchases of shares. Unless regular trading on the NYSE closes before 4:00 p.m. New York time, your order to purchase must be received by the Transfer Agent by 4:00 p.m. New York time in order to receive that day's NAV. In the event that regular trading on the NYSE closes before 4:00 p.m. New York time, you will receive the following day's NAV if your order to purchase is received by the Transfer Agent after the close of regular trading on the NYSE.

## Additional Shareholder Services

As a Fund shareholder, you can take advantage of the following services and privileges:

*Automatic Reinvestment.* As we explained in the "Fund Distributions and Tax Issues" section, the Fund pays out — or distributes — its net investment income and capital gains to all shareholders. For your convenience, we will automatically reinvest your distributions in the Fund at NAV, without any sales charge. If you want your distributions paid in cash, you can indicate this preference on your application, or by notifying your broker or the Transfer Agent in writing (at the address below) at least five business days before the date we determine who receives dividends.

**Prudential Mutual Fund Services LLC Attn: Account Maintenance P.O. Box 8159 Philadelphia, PA 19176**

*Automatic Investment Plan.* You can make regular purchases of the Fund for as little as \$50 by having the money automatically withdrawn from your bank or brokerage account at specified intervals.

*Retirement Plan Services.* Prudential offers a wide variety of retirement plans for individuals and institutions, including large and small businesses. For information on IRAs, including Roth IRAs or SEP-IRAs for a one-person business, please contact your financial adviser. If you are interested in opening a 401(k) or other company-sponsored retirement plan (SIMPLE IRAs, SEP plans, Keoghs, 403(b)(7) plans, pension and profit-sharing plans), your financial adviser will help you determine which retirement plan best meets your needs. Complete instructions about how to establish and maintain your plan and how to open accounts for you and your employees will be included in the retirement plan kit you receive in the mail.

*Systematic Withdrawal Plan.* A Systematic Withdrawal Plan is available that will provide you with monthly, quarterly, semi-annual or annual redemption checks. Remember, the sale of Class A (in certain cases), Class B and Class C shares may be subject to a CDSC. The Systematic Withdrawal Plan is not available to participants in certain retirement plans. Please contact PMFS at (800) 225-1852 for more details.

*Reports to Shareholders.* Every year we will send you an annual report (along with an updated prospectus) and a semi-annual report, which contain important financial information about the Fund. To reduce Fund expenses, we may send one annual shareholder report, one semi-annual shareholder report and one annual prospectus per household, unless you instruct us or your broker otherwise. If each Fund shareholder in your household would like to receive a copy of the Fund's prospectus, shareholder report and proxy statement, please call us toll free at (800) 225-1852. We will begin sending additional copies of these documents within 30 days of receipt of your request.

## HOW TO SELL YOUR SHARES

You can sell your shares of the Fund for cash (in the form of a check) at any time, subject to certain restrictions. For more information about these restrictions, see "Restrictions on Sales" below.

When you sell shares of the Fund — also known as redeeming your shares — the price you will receive will be the NAV next determined after the Transfer Agent, the Distributor or your broker receives your order to sell (less any applicable CDSC). If your broker holds your shares, your broker must receive your order to sell by 4:00 p. m., New York time, to process the sale on that day. In the event that regular trading on the NYSE closes before 4:00 p.m. New York time, you will receive the following day's NAV if your order to sell is received after the close of regular trading on the NYSE. Otherwise, contact:

**Prudential Mutual Fund Services LLC Attn: Redemption Services P.O. Box 8149 Philadelphia, PA 19176**

Generally, we will pay you for the shares that you sell within seven days after the Transfer Agent, the Distributor or your broker receives your sell order. If you hold shares through a broker, payment will be credited to your account. If you are selling shares you recently purchased with a check, we may delay sending you the proceeds until your check clears, which can take up to 10 days from the purchase date. You can avoid delay if you purchase shares by wire, certified check, or cashier's check. Your broker may charge you a separate or additional fee for sales of shares.

**Restrictions on Sales** There are certain times when you may not be able to sell shares of the Fund or when we may delay paying you the proceeds from a sale. As permitted by the Commission, this may happen only during unusual market conditions or emergencies when the Fund can't determine the value of its assets or sell its holdings. For more information, see the SAI.

If you hold your shares directly with the Transfer Agent, you will need to have the signature on your sell order signature guaranteed by an "eligible guarantor institution" if:

- You are selling more than \$100,000 of shares,
- You want the redemption proceeds made payable to someone that is not in our records,
- You want the redemption proceeds sent to some place that is not in our records, or
- You are a business or a trust.

An "eligible guarantor institution" includes any bank, broker-dealer, savings association or credit union. For more information, see the SAI.

### **Contingent Deferred Sales Charge (CDSC)**

- If you sell Class B shares within six years of purchase or Class C shares within 12 months of purchase you will have to pay a CDSC. In addition, if you purchase \$1 million or more of Class A shares, although you are not subject to an initial sales charge, you are subject to a 1% CDSC for shares redeemed within 12

months of purchase. (The CDSC is waived for purchases by certain retirement and/or benefit plans affiliated with Prudential) To keep the CDSC as low as possible, we will sell amounts representing shares in the following order:

- Amounts representing shares you purchased with reinvested dividends and distributions,
- Amounts representing the increase in NAV above the total amount of payments for shares made during the past 12 months for Class A shares (in certain cases), 6 years for Class B shares and 12 months for Class C shares, and
- Amounts representing the cost of shares held beyond the CDSC period (12 months for Class A shares (in certain cases), 6 years for Class B shares and 12 months for Class C shares.

Since shares that fall into any of the categories listed above are not subject to the CDSC, selling them first helps you to avoid — or at least minimize — the CDSC.

Having sold the exempt shares first, if there are any remaining shares that are subject to the CDSC, we will apply the CDSC to amounts representing the cost of shares held for the longest period of time within the applicable CDSC period.

As we noted before in the "Share Class Comparison" chart, if you purchase \$1 million or more of Class A shares, although you are not subject to an initial sales charge, you are subject to a 1% CDSC for shares redeemed within 12 months of purchase. (The CDSC is waived for purchases by certain retirement and/or benefit plans affiliated with Prudential) The CDSC for Class B shares is 5% in the first year, 4% in the second, 3% in the third, 2% in the fourth, and 1% in the fifth and sixth years. The rate decreases on the first day of the month following the anniversary date of your purchase, not on the anniversary date itself. The CDSC is 1% for Class C shares — which is applied to shares sold within 12 months of purchase. For Class A, Class B and Class C shares, the CDSC is calculated based on the lesser of the original purchase price or the redemption proceeds. For purposes of determining how long you've held your shares, all purchases during the month are grouped together and considered to have been made on the last day of the month.

The holding period for purposes of determining the applicable CDSC will be calculated from the first day of the month after purchase, excluding any time shares were held in a money market fund.

**Waiver of the CDSC — Class B Shares** The CDSC will be waived if the Class B shares are sold:

- After a shareholder is deceased or disabled (or, in the case of a trust account, the death or disability of the grantor). This waiver applies to individual shareholders, as well as shares held in joint tenancy, provided the shares were purchased before the death or disability;
- To provide for certain distributions — made without IRS penalty — from a qualified or tax-deferred retirement plan, IRA or Section 403(b) custodial account; and

- On certain sales effected through the Systematic Withdrawal Plan.

For more information on the above and other waivers, see the SAI.

**Waiver of the CDSC — Class C Shares *Benefit Plans*.** The CDSC will be waived for redemptions by certain group retirement plans for which Prudential or brokers not affiliated with Prudential provide administrative or recordkeeping services. The CDSC also will be waived for certain redemptions by benefit plans sponsored by Prudential and its affiliates. For more information, call Prudential at (800) 353-2847.

**Redemption In Kind** If the sales of Fund shares you make during any 90-day period reach the lesser of \$250,000 or 1% of the value of the Fund's net assets, we can then give you securities from the Fund's portfolio instead of cash. If you want to sell the securities for cash, you would have to pay the costs charged by a broker.

**Small Accounts** If you make a sale that reduces your account value to less than \$500, we may sell the rest of your shares (without charging any CDSC) and close your account. We would do this to minimize the Fund's expenses paid by other shareholders. We will give you 60 days' notice, during which time you can purchase additional shares to avoid this action. This involuntary sale does not apply to shareholders who own their shares as part of a 401(k) plan, an IRA or some other qualified or tax-deferred plan or account.

**90-Day Repurchase Privilege** After you redeem your shares, you have a 90-day period during which you may reinvest back into your account any of the redemption proceeds in shares of the same Fund without paying an initial sales charge. Also, if you paid a CDSC when you redeemed your shares, we will credit your account with the appropriate number of shares to reflect the amount of the CDSC you paid on that reinvested portion of your redemption proceeds. In order to take advantage of this one-time privilege, you must notify the Transfer Agent or your broker at the time of the repurchase. For more information, see the SAI.

**Retirement Plans** To sell shares and receive a distribution from your retirement account, call your broker or the Transfer Agent for a distribution request form. There are special distribution and income tax withholding requirements for distributions from retirement plans and you must submit a withholding form with your request to avoid delay. If your retirement plan account is held for you by your employer or plan trustee, you must arrange for the distribution request to be signed and sent by the plan administrator or trustee. For additional information, see the SAI.

## HOW TO EXCHANGE YOUR SHARES

You can exchange your shares of the Fund for shares of the same class in certain other JennisonDryden or Strategic Partners mutual funds — including certain money market funds, if you satisfy the minimum investment requirements. For example, you can exchange Class A shares of the Fund for Class A shares of another JennisonDryden mutual fund or Class A shares of certain of the Strategic Partners mutual funds, but you can't exchange Class A shares for Class B, Class C, Class Z or Class R shares. Class B and Class C shares may not be exchanged into money market funds other than MoneyMart Assets, Inc. (MoneyMart). After an exchange, at

redemption the CDSC will be calculated from the first day of the month after initial purchase, excluding any time shares were held in a money market fund. We may change the terms of any exchange privilege after giving you 60 days' notice.

If you hold shares through a broker, you must exchange shares through your broker. Otherwise contact:

**Prudential Mutual Fund Services LLC Attn: Exchange Processing P.O. Box 8157 Philadelphia, PA 19176**

There is no sales charge for exchanges. If, however, you exchange — and then sell — Class A shares within 12 months of your original purchase (in certain circumstances), Class B shares within approximately 6 years of your original purchase or Class C shares within 12 months of your original purchase, you must still pay the applicable CDSC. If you have exchanged Class A, Class B or Class C shares into MoneyMart, the time you hold the shares in the money market account will not be counted in calculating the required holding period for CDSC liability.

Remember, as we explained in the section entitled "Fund Distributions and Tax Issues — If You Sell or Exchange Your Shares," exchanging shares is considered a sale for tax purposes. Therefore, if the shares you exchange are worth more than the amount that you paid for them, you may have to pay capital gains tax. For additional information about exchanging shares, see the SAI.

**Frequent Purchases and Redemptions of Fund Shares** The Fund seeks to prevent patterns of frequent purchases and redemptions of Fund shares by its shareholders. Frequent purchases and sales of shares of the Fund may adversely affect Fund performance and the interests of long-term investors. When a shareholder engages in frequent or short-term trading, the Fund may have to sell portfolio securities to have the cash necessary to redeem the shareholder's shares. This can happen when it is not advantageous to sell any securities, so the Fund's performance may be hurt. When large dollar amounts are involved, frequent trading can also make it difficult to use long-term investment strategies because the Fund cannot predict how much cash it will have to invest. In addition, if the Fund is forced to liquidate investments due to short-term trading activity, it may incur increased brokerage and tax costs. Similarly, the Fund may bear increased administrative costs as a result of the asset level and investment volatility that accompanies patterns of short-term trading. Moreover, frequent or short-term trading by certain shareholders may cause dilution in the value of Fund shares held by other shareholders. Funds that invest in foreign securities may be particularly susceptible to frequent trading because time zone differences among international stock markets can allow a shareholder engaging in frequent trading to exploit fund share prices that may be based on closing prices of foreign securities established some time before the fund calculates its own share price. Funds that invest in certain fixed-income securities, such as high-yield bonds or certain asset-backed securities, may also constitute an effective vehicle for a shareholder's frequent trading strategy.

The Board of Directors has adopted policies and procedures designed to discourage or prevent frequent trading activities by Fund shareholders. In an effort to prevent such practices, the Fund's Transfer Agent monitors trading activity on a daily basis. The Fund has implemented a trading policy that limits the number of times a shareholder may purchase Fund shares or exchange into the Fund and then sell those shares within a specified period of time (a "round-trip transaction") as established by the Fund's Chief Compliance Officer (CCO). The CCO is authorized to set and modify the parameters of the trading policy at any time as required to prevent the adverse impact of frequent trading on Fund shareholders. The CCO has defined frequent trading as one or more

round-trip transactions in shares of the Fund within a 30-day period. A second round-trip within 60 days will begin a warning period that will remain in effect for 90 days. If additional purchase activity is initiated during the warning period, the purchase activity will be cancelled. In addition, if two round-trips have already been completed within the past 90 days, a trading suspension will be placed on the account that remains in effect for 90 days. Exceptions to the trading policy will not normally be granted. Transactions in the Prudential money market funds and the Dryden Ultra Short Bond Fund are excluded from this policy.

The Fund reserves the right to reject or cancel, without prior notice, all additional purchases or exchanges into the Fund by a shareholder who has violated this policy. Moreover, the Fund may direct a broker-dealer or other intermediary to block a shareholder account from future trading in the Fund. The Transfer Agent will monitor trading activity over \$25,000 per account on a daily basis for a rolling 30-day period. If a purchase into the Fund is rejected or cancelled for violations of the trading policy, the shareholder will receive a return of the purchase amount.

If the Fund is offered to qualified plans on an omnibus basis or if Fund shares may be purchased through other omnibus arrangements ("Intermediaries"), Intermediaries maintain the individual beneficial owner records and submit to the Fund only aggregate orders combining the transactions of many beneficial owners. The Fund itself generally cannot monitor trading by particular beneficial owners. The Fund communicates to Intermediaries in writing that it expects the Intermediaries to impose restrictions on transfers by beneficial owners. Intermediaries may impose different or stricter restrictions on transfers by beneficial owners. Consistent with the restrictions described above, investments in the Fund through retirement programs administered by Prudential Retirement will be similarly identified for frequent purchases and redemptions and appropriately restricted.

The Transfer Agent also reviews the aggregate net flows in excess of one million dollars. In those cases, the trade detail is reviewed to determine if any of the activity relates to previously identified policy offenders. In cases of omnibus orders, the Intermediary may be contacted by the Transfer Agent to obtain additional information. The Transfer Agent has the authority to cancel all or a portion of the trade if the information reveals that the activity relates to previously identified policy offenders. Where appropriate, the Transfer Agent may request that the Intermediary block a financial adviser or client from accessing the Fund. If necessary, the Fund may be removed from a particular Intermediary's platform.

Shareholders seeking to engage in frequent trading activities may use a variety of strategies to avoid detection and, despite the efforts of the Fund to prevent such trading, there is no guarantee that the Fund, the Transfer Agent or Intermediaries will be able to identify these shareholders or curtail their trading practices. The Fund does not have any arrangements intended to permit trading of its shares in contravention of the policies described above.

**Telephone Redemptions or Exchanges** You may redeem your shares of the Fund if the proceeds of the redemption do not exceed \$100,000 or exchange your shares in any amount by calling the Fund at (800) 225-1852 before 4:00 p.m. New York time. You will receive a redemption or exchange amount based on that day's NAV. Certain restrictions apply; please see the section entitled "How to Sell Your Shares — Restrictions on Sales" above for additional information. In the event that regular trading on the NYSE closes before 4:00 p.m. New York time, you will receive the following day's NAV if your order to sell or exchange is received after the close of regular trading on the NYSE.

The Transfer Agent will record your telephone instructions and request specific account information before redeeming or exchanging shares. The Fund will not be liable for losses due to unauthorized or fraudulent telephone instructions if it follows instructions that it reasonably believes are made by the shareholder. If the Fund does not follow reasonable procedures, it may be liable.

In the event of drastic economic or market changes, you may have difficulty in redeeming or exchanging your shares by telephone. If this occurs, you should consider redeeming or exchanging your shares by mail or through your broker.

The telephone redemption and exchange procedures may be modified or terminated at any time. If this occurs, you will receive a written notice from the Fund.

**Expedited Redemption Privilege** If you have selected the Expedited Redemption Privilege, you may have your redemption proceeds sent directly to your bank account. Expedited redemption requests may be made by telephone or letter, must be received by the Fund prior to 4:00 p.m. New York time, to receive a redemption amount based on that day's NAV and are subject to the terms and conditions regarding the redemption of shares. In the event that regular trading on the NYSE closes before 4:00 p.m. New York time, you will receive the following day's NAV if your order to sell is received after the close of regular trading on the NYSE. For more information, see the SAI. The Expedited Redemption Privilege may be modified or terminated at any time without notice.

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## FINANCIAL HIGHLIGHTS

### INTRODUCTION

The financial highlights that follow are intended to help you evaluate the financial performance of the Fund for the past five fiscal years. The **total return** in each chart represents the rate that a shareholder would have earned (or lost) on an investment in that share class of the Fund, assuming investment at the start of the period and reinvestment of all dividends and other distributions. The information is for each share class for the periods indicated.

A copy of the Fund's annual report, along with the Fund's audited financial statements and the report of the independent registered public accounting firm, is available, upon request, at no charge, as described on the back cover of this prospectus.

### CLASS A SHARES

The financial highlights for the fiscal years ended November 30, 2005 and 2004, were derived from the financial statements audited by KPMG LLP, an independent registered public accounting firm, whose report was unqualified. The financial highlights for the years ending prior to November 30, 2004 were audited by another

independent registered public accounting firm whose report on those financial highlights was unqualified.

### Class A Shares (fiscal years ended 11-30)

Per Share Operating Performance(b)	2005	2004	2003	2002(d)	2001
Net asset value, beginning of year	\$11.47	\$8.55	\$7.02	\$9.46	\$13.74
Income (loss) from investment operations:					
Net investment income	.23	.18	.17	.17	.20
Net realized and unrealized gain (loss) on investment and foreign currency transactions	3.21	2.91	1.52	(2.42)	(1.92)
Total from investment operations	3.44	3.09	1.69	(2.25)	(1.72)
Less distributions:					
Dividends from net investment income	(.21)	(.17)	(.16)	(.17)	(.23)
Distributions from net realized gains	-	-	-	(.02)	(2.33)
Total distributions	(.21)	(.17)	(.16)	(.19)	(2.56)
Net asset value, end of year	\$14.70	\$11.47	\$8.55	\$7.02	\$9.46
Total return(a)	30.20%	36.63%	24.51%	(23.99)%	(15.24)%
Ratios/Supplemental Data	2005	2004	2003	2002(d)	2001
Net assets, end of year (000,000)	\$3,335	\$2,666	\$2,150	\$1,924	\$2,978
Average net assets (000,000)	\$2,997	\$2,343	\$1,989	\$2,428	\$3,518
Ratios to average net assets:					
Expenses, including distribution fees and service (12b-1) fees(c)	.80%	.84%	.91%	.87%	.80%
Expenses, excluding distribution fees and service (12b-1) fees	.55%	.59%	.66%	.62%	.55%
Net investment income	1.79%	1.83%	2.27%	2.03%	1.69%
For Class A, B, C and Z shares:					
Portfolio turnover rate	40%	30%	35%	52%	40%

(a) Total return does not consider the effects of sales loads. Total return is calculated assuming a purchase of shares on the first day and a sale on the last day of each year reported and includes reinvestment of dividends and distributions. (b) Calculated based upon average shares outstanding during the year. (c) The distributor of the Fund contractually agreed to limit its distribution and service (12b-1) fees to .25 of 1% of the average net assets of the Class A shares. (d) Effective December 1, 2001, the Jennison Utility Fund has adopted the provisions of the AICPA Audit and Accounting Guide for Investment Companies and began amortizing premium on debt securities. The effect of this change for the year ended November 30, 2002 was to decrease net investment income per share and increase net realized and unrealized gain (loss) per share by less than \$.005. There was no effect on the ratio of net investment income. Per share amounts and ratios for the years ended prior to November 30, 2002 have not been restated to reflect this change in presentation.

### CLASS B SHARES

The financial highlights for the fiscal years ended November 30, 2005 and 2004, were derived from the financial statements audited by KPMG LLP, an independent registered public accounting firm, whose report was unqualified. The financial highlights for the years ending prior to November 30, 2004 were audited by another independent registered public accounting firm whose report on those financial highlights was unqualified.

### Class B Shares (fiscal years ended 11-30)

Per Share Operating Performance(b)	2005	2004	2003	2002(c)	2001
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Net asset value, beginning of year	\$11.45	\$8.54	\$7.02	\$9.44	\$13.71
Income (loss) from investment operations:					
Net investment income (loss)	.14	.10	.11	.10	.11
Net realized and unrealized gain (loss) on investment and foreign currency transactions	3.19	2.91	1.52	(2.40)	(1.91)
Total from investment operations	3.33	3.01	1.63	(2.30)	(1.80)
Less distributions:					
Dividends from net investment income	(.11)	(.10)	(.11)	(.10)	(.14)
Distributions from net realized gains	-	-	-	(.02)	(2.33)
Total Distributions	(.11)	(.10)	(.11)	(.12)	(2.47)
Net asset value, end of year	\$14.67	\$11.45	\$8.54	\$7.02	\$9.44
Total return(a)	29.20%	35.56%	23.50%	(24.44)%	(15.89)%
Ratio/Supplemental Data	2005	2004	2003	2002(c)	2001
Net assets, end of year (000,000)	\$309	\$308	\$286	\$294	\$523
Average net assets (000,000)	\$307	\$288	\$279	\$402	\$687
Ratios to average net assets:					
Expenses, including distribution fees and service (12b-1) fees	1.55%	1.59%	1.66%	1.62%	1.55%
Expenses, excluding distribution fees and service (12b-1) fees	.55%	.59%	.66%	.62%	.55%
Net investment income (loss)	1.05%	1.08%	1.52%	1.27%	.95%

(a) Total return does not consider the effects of sales loads. Total return is calculated assuming a purchase of shares on the first day and a sale on the last day of each year reported and includes reinvestment of dividends and distributions. (b) Calculated based upon average shares outstanding during the year. (c) Effective December 1, 2001, the Jennison Utility Fund has adopted the provisions of the AICPA Audit and Accounting Guide for Investment Companies and began amortizing premium on debt securities. The effect of this change for the year ended November 30, 2002 was to decrease net investment income per share and increase net realized and unrealized gain (loss) per share by less than \$.005. There was no effect on the ratio of net investment income. Per share amounts and ratios for the years ended prior to November 30, 2002 have not been restated to reflect this change in presentation.

## CLASS C SHARES

The financial highlights for the fiscal years ended November 30, 2005 and 2004, were derived from the financial statements audited by KPMG LLP, an independent registered public accounting firm, whose report was unqualified. The financial highlights for the years ending prior to November 30, 2004 were audited by another independent registered public accounting firm whose report on those financial highlights was unqualified.

### Class C Shares (fiscal years ended 11-30)

Per Share Operating Performance(b)	2005	2004	2003	2002(c)	2001
Net asset value, beginning of year	\$11.45	\$8.54	\$7.02	\$9.44	\$13.71
Income (loss) from investment operations:					
Net investment income	.14	.10	.11	.11	.11
Net realized and unrealized gain (loss) on investment and foreign currency transactions	3.19	2.91	1.52	(2.41)	(1.91)
Total from investment operations	3.33	3.01	1.63	(2.30)	(1.80)
Less distributions:					
Dividends from net investment income	(.11)	(.10)	(.11)	(.10)	(.14)
Distributions from net realized gains	-	-	-	(.02)	(2.33)

Total distributions	(.11)	(.10)	(.11)	(.12)	(2.47)
Net asset value, end of year	\$14.67	\$11.45	\$8.54	\$7.02	\$9.44
Total return(a)	29.20%	35.56%	23.50%	(24.44)%	(15.89)%
Ratio/Supplemental Data	2005	2004	2003	2002(c)	2001
Net assets, end of year (000)	\$85,504	\$37,729	\$32,839	\$31,675	\$48,344
Average net assets (000)	\$56,569	\$33,442	\$31,569	\$40,759	\$46,369
Ratios to average net assets:					
Expenses,including distribution fees and service (12b-1) fees	1.55%	1.59%	1.66%	1.62%	1.55%
Expenses, excluding distribution fees and service (12b-1) fees	.55%	.59%	.66%	.62%	.55%
Net investment income	1.07%	1.08%	1.53%	1.29%	.97%

(a) Total return does not consider the effects of sales loads. Total return is calculated assuming a purchase of shares on the first day and a sale on the last day of each year reported and includes reinvestment of dividends and distributions. (b) Calculated based upon average shares outstanding during the year. (c) Effective December 1, 2001, the Jennison Utility Fund has adopted the provisions of the AICPA Audit and Accounting Guide for Investment Companies and began amortizing premium on debt securities. The effect of this change for the year ended November 30, 2002 was to decrease net investment income per share and increase net realized and unrealized gain (loss) per share by less than \$.005. There was no effect on the ratio of net investment income. Per share amounts and ratios for the years ended prior to November 30, 2002 have not been restated to reflect this change in presentation.

## CLASS Z SHARES

The financial highlights for the fiscal years ended November 30, 2005 and 2004, were derived from the financial statements audited by KPMG LLP, an independent registered public accounting firm, whose report was unqualified. The financial highlights for the years ending prior to November 30, 2004 were audited by another independent registered public accounting firm whose report on those financial highlights was unqualified.

### Class Z Shares (fiscal years ended 11-30)

Per Share Operating Performance(b)	2005	2004	2003	2002(c)	2001
Net asset value, beginning of year	\$11.48	\$8.56	\$7.03	\$9.47	\$13.76
Income (loss) from investment operations:					
Net investment income	.27	.20	.19	.19	.23
Net realized and unrealized gain (loss) on investment and foreign currency transactions	3.20	2.92	1.52	(2.42)	(1.93)
Total from investment operations	3.47	3.12	1.71	(2.23)	(1.70)
Less distributions:					
Dividends from net investment income	(.24)	(.20)	(.18)	(.19)	(.26)
Distributions from net realized gains	-	-	-	(.02)	(2.33)
Total distributions	(.24)	(.20)	(.18)	(.21)	(2.59)
Net asset value, end of year	\$14.71	\$11.48	\$8.56	\$7.03	\$9.47
Total return(a)	30.50%	36.92%	24.76%	(23.76)%	(15.06)%
Ratio/Supplemental Data	2005	2004	2003	2002(c)	2001
Net assets, end of year (000)	\$75,455	\$34,040	\$42,055	\$41,582	\$63,867
Average net assets (000)	\$51,277	\$28,739	\$40,872	\$52,230	\$69,628
Ratios to average net assets:					
Expenses,including distribution fees and service (12b-1) fees	.55%	.59%	.66%	.62%	.55%
Expenses, excluding distribution fees and service (12b-1) fees	.55%	.59%	.66%	.62%	.55%

Net investment income	2.06%	2.03%	2.53%	2.28%	1.95%
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(a) Total return is calculated assuming a purchase of shares on the first day and a sale on the last day of each year reported and includes reinvestment of dividends and distributions. (b) Calculated based upon average shares outstanding during the year. (c) Effective December 1, 2001, the Jennison Utility Fund has adopted the provisions of the AICPA Audit and Accounting Guide for Investment Companies and began amortizing premium on debt securities. The effect of this change for the year ended November 30, 2002 was to decrease net investment income per share and increase net realized and unrealized gain (loss) per share by less than \$.005. There was no effect on the ratio of net investment income. Per share amounts and ratios for the years ended prior to November 30, 2002 have not been restated to reflect this change in presentation.

**FOR MORE INFORMATION** Please read this prospectus before you invest in the Fund and keep it for future reference. For information on shareholder questions contact:

- **MAIL** Prudential Mutual Fund Services LLC PO Box 8098 Philadelphia, PA 19176
- **TELEPHONE** (800) 225-1852 (973) 367-3529 (from outside the U.S.)
- **WEBSITES** [www.jennisondryden.com](http://www.jennisondryden.com)
- **OUTSIDE BROKERS SHOULD CONTACT** Prudential Investment Management Services LLC PO Box 8310 Philadelphia, PA 19176
- **TELEPHONE** (800) 778-8769
- **E-DELIVERY** To receive your mutual fund documents on-line, go to [www.icsdelivery.com/prudential/funds](http://www.icsdelivery.com/prudential/funds) and enroll. Instead of receiving printed documents by mail, you will receive notification via e-mail when new materials are available. You can cancel your enrollment or change your e-mail address at any time by clicking on the *change/cancel enrollment* option at the [icsdelivery](http://icsdelivery.com) website address.

You can also obtain copies of Fund documents from the Securities and Exchange Commission as follows:

- **MAIL** Securities and Exchange Commission Public Reference Section Washington, DC 20549-0102
- **ELECTRONIC REQUEST** [publicinfo@sec.gov](mailto:publicinfo@sec.gov) (The SEC charges a fee to copy documents)
- **IN PERSON** Public Reference Room in Washington, DC For hours of operation, call (202) 942-8090
- **VIA THE INTERNET** on the EDGAR database at [www.sec.gov](http://www.sec.gov)

Annual and Semi-Annual Reports and the SAI contain additional information. Shareholders may obtain free copies of the SAI, Annual Report and Semi-Annual Report as well as other information about the Fund and may make other shareholder inquiries through the telephone number, address and website listed above.

- **STATEMENT OF ADDITIONAL INFORMATION (SAI)** (incorporated by reference into this prospectus)
- **SEMI-ANNUAL REPORT**

- **ANNUAL REPORT** (contains a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during the last fiscal year)

## Jennison Utility Fund

Share Class	A	B	C	Z
NASDAQ	PRUAX	PRUTX	PCUFX	PRUZX
CUSIP	476294848	476294830	476294822	476294814

MF105A Investment Company Act File No. 811-3175

**Supplement to Prospectus dated 05/24/2006**

<b>Jennison 20/20 Focus Fund</b> <b>Jennison Blend Fund, Inc.</b> <b>Jennison Natural Resources Fund, Inc.</b> <b>Jennison Small Company Fund, Inc.</b> <b>Jennison U.S. Emerging Growth Fund, Inc.</b> <b>Jennison Value Fund</b> <b>Dryden California Municipal Fund</b> <b>Dryden Global Total Return Fund, Inc.</b> <b>Dryden Government Income Fund, Inc.</b> <b>Dryden Government Securities Trust</b> <b>Dryden High Yield Fund, Inc.</b> <b>Dryden Index Series Fund, Inc.</b> <b>Dryden Municipal Bond Fund</b> <b>Dryden Municipal Series Fund</b> <b>Dryden National Municipals Fund, Inc.</b>	<b>Dryden Short-Term Bond Fund, Inc.</b> <b>Dryden Small Cap Core Equity Fund, Inc.</b> <b>Dryden Tax-Free Money Fund</b> <b>Dryden Tax-Managed Funds</b> <b>Dryden Total Return Bond Fund, Inc.</b> <b>MoneyMart Assets, Inc.</b> <b>Prudential Investment Portfolios, Inc.</b> <b>Prudential World Fund, Inc.</b> <b>Nicholas-Applegate Fund, Inc.</b> <b>Strategic Partners Asset Allocation Funds, Inc.</b> <b>Strategic Partners Mutual Funds, Inc.</b> <b>Strategic Partners Opportunity Funds</b> <b>Strategic Partners Real Estate Fund, and</b> <b>Strategic Partners Style Specific Funds, Inc.</b>
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**Supplement dated May 24, 2006 to the Prospectus**

This supplement amends the Prospectus of each of the funds referenced below and is in addition to any existing supplement to a Fund's Prospectus.

**JennisonDryden Mutual Funds**

Jennison 20/20 Focus Fund  
Jennison Blend Fund  
Jennison Conservative Growth Fund  
Jennison Equity Opportunity Fund  
Jennison Financial Services Fund  
Jennison Global Growth Fund  
Jennison Growth Fund  
Jennison Health Sciences Fund  
Jennison Natural Resources Fund  
Jennison Select Growth Portfolio  
Jennison Small Company Fund  
Jennison Technology Fund  
Jennison U.S. Emerging Growth Fund  
Jennison Utility Fund  
Jennison Value Fund  
JennisonDryden Conservative Allocation Fund  
JennisonDryden Growth Allocation Fund  
JennisonDryden Moderate Allocation Fund

Dryden Active Allocation Fund

Dryden Global Total Return Fund  
Dryden Government Income Fund

### **Strategic Partners Mutual Funds**

Strategic Partners Balanced Fund  
Strategic Partners Capital Growth Fund  
Strategic Partners Concentrated Growth Fund  
Strategic Partners Conservative Allocation Fund  
Strategic Partners Core Value Fund  
Strategic Partners Equity Income Fund  
Strategic Partners Growth Allocation Fund  
Strategic Partners High Yield Bond Fund  
Strategic Partners International Growth Fund  
Strategic Partners International Value Fund  
Strategic Partners Large Cap Value

Nicholas-Applegate Growth Equity Fund

Dryden High Yield Fund  
Dryden International Equity Fund  
Dryden Large Cap Core Equity Fund  
Dryden National Municipals Fund  
California Income Series  
California Series  
Florida Series  
New Jersey Series  
New York Series  
Pennsylvania Series  
Dryden Short-Term Corporate Bond Fund  
Dryden Small Cap Core Equity Fund  
Dryden Stock Index Fund  
Dryden Strategic Value Fund  
Dryden Tax-Free Money Fund  
Dryden Total Return Bond Fund  
Dryden Ultra Short Bond Fund  
High Income Series  
Insured Series  
Money Market Series  
MoneyMart Assets

Strategic Partners Managed OTC Fund  
Strategic Partners Mid Cap Growth Fund  
Strategic Partners Mid Cap Value Fund  
Strategic Partners Moderate Allocation Fund  
Strategic Partners Money Market Fund  
Strategic Partners New Era Growth  
Strategic Partners Real Estate Fund  
Strategic Partners Small Cap Growth Fund  
Strategic Partners Small Cap Value  
Strategic Partners Technology Fund  
Strategic Partners Total Return Bond

1. The table captioned “Shareholder Fees” under the caption “Fees and Expenses” is amended by adding the following as the final row in the table:

***Shareholder Fees (paid directly from your investment)***

	Class A	Class B	Class C	Class R	Class Z	Class I	Class Y
Small balance account fee <i>beginning on or about November 17, 2006</i>	\$15	\$15	\$15	None	None	None	\$15

2. A new second note is added to the “Notes to Fees and Expenses Table,” as follows:

° Beginning on or about November 17, 2006, if the value of your account is less than \$2,500, the Fund will deduct a \$15 annual small balance account fee from your account. The small balance account fee will also be charged on accounts invested in Class L, M or X shares (these share classes are currently not offered for sale). Thereafter, beginning in 2007, the \$15 annual small balance account fee will be assessed during the 4<sup>th</sup> calendar quarter of each year. Any applicable CDSC on the shares redeemed to pay the \$15 small balance account fee will be waived. The \$15 small balance account fee will not be charged on: (i) accounts during the first six months from inception of the account, (ii) omnibus accounts, (iii) institutional accounts, (iv) group retirement plans, and (v) Automatic Investment Plan (“AIP”) accounts or employee savings plan accounts. For more information, see “Purchase, Redemption and Pricing of Fund Shares – Small Balance Account Fee” in the Statement of Additional Information.

3. The table under the caption “Share Class Comparison” is amended by deleting the columns headed Class A, Class B and Class C, and replacing them with the following:

	Class A	Class B	Class C
Minimum purchase amount	\$1,000	\$1,000	\$2,500
Minimum purchase amount <i>beginning on or about November 17, 2006</i>	\$2,500	\$2,500	\$2,500
Minimum amount for subsequent purchases	\$100	\$100	\$100
Maximum initial sales charge	5.5% of the public offering price	None	None
Contingent Deferred Sales Charge (CDSC) (as a percentage of the lower of original purchase price or sale proceeds)	1% (on investments of \$1 million or more redeemed within 1 year)	5% (Year 1) 4% (Year 2) 3% (Year 3) 2% (Year 4) 1% (Year 5/6) 0% (Year 7)	1% (year 1)
Annual distribution and service (12b-1) fees (shown as a percentage of average daily net assets)	.30 of 1% (.25 of 1% currently)	1%	1%

4. The first note under the caption “Notes to Share Class Comparison Table” is deleted and replaced with the following:

° The minimum initial and subsequent investment requirements do not apply to employee savings plan accounts or payroll deduction plan accounts. The minimum initial and subsequent investment for purchases made through the Automatic Investment Plan (“AIP”) is \$50. Effective on or about November 17, 2006: (i) the minimum initial investment for retirement accounts and custodial accounts for minors is \$1,000, and (ii) subsequent investments through newly-established AIP accounts must be at least \$1,200 annually. Prior thereto, the minimum investment

requirements do not apply to certain retirement and custodial accounts for minors. For more information, see "Additional Shareholder Services."

5. The second and third notes under the caption "Notes to Share Class Comparison Table" are deleted and replaced with the following:

° Beginning on or about November 17, 2006, if the value of your Class A, Class B, Class C or Class Y account is less than \$2,500, the Fund will deduct a \$15 annual small balance account fee from your account. Thereafter, beginning in 2007, the \$15 annual small balance account fee will be assessed during the 4<sup>th</sup> calendar quarter of each year. Any applicable CDSC on the shares redeemed to pay the \$15 small balance account fee will be waived. The \$15 small balance account fee will not be charged on: (i) accounts during the first six months from inception of the account, (ii) omnibus accounts, (iii) institutional accounts, (iv) group retirement plans, and (v) Automatic Investment Plan ("AIP") accounts or employee savings plan accounts. For more information, see "Fees and Expenses" and the table captioned "Shareholder Fees" in this Prospectus, and "Purchase, Redemption and Pricing of Fund Shares – Small Balance Account Fee" in the Statement of Additional Information.

° For more information about the CDSC and how it is calculated, see "How to Sell Your Shares -- Contingent Deferred Sales Charge (CDSC)."

° Investors who purchase \$1 million or more of Class A shares and sell these shares within 12 months of purchase are subject to a 1% CDSC, although they are not subject to an initial sales charge. The CDSC is waived for purchases by certain retirement or benefit plans.

6. The following is added immediately following the caption "**Qualifying for Class Z Shares**"

*Institutional Investors.* Various institutional investors may purchase Class Z shares, including corporations, banks, governmental entities, municipalities, and IRS section 501 entities, such as foundations and endowments. The minimum initial investment for such investors is \$10 million. Institutional investors are responsible for indicating their eligibility to purchase Class Z Shares at the time of purchase.

7. The section captioned "How to Sell Shares - Small Accounts" is deleted and replaced with the following:

**Involuntary Redemption of Small Accounts.** Beginning on or about November 10, 2006, if the value of your account is less than \$500 for any reason, we may sell the rest of your shares (without charging any CDSC) and close your account. We would do this to minimize the Fund's expenses paid by other shareholders. The involuntary sale provisions do not apply to Automatic Investment Plan ("AIP") accounts, employee savings plan accounts, payroll deduction plan accounts, or retirement accounts (such as a 401(k) plan, an IRA or other qualified or tax-deferred plan or account). Prior thereto, if you make a sale that reduces your account value to less than \$500, we may sell the rest of your shares (without charging any CDSC) and close your account; this involuntary sale does not apply to shareholders who own their shares as part of a retirement account. For more information, see "Purchase, Redemption and Pricing of Fund Shares – Involuntary Redemption" in the Statement of Additional Information. Note that beginning November 17, 2006, if the value of your account is less than \$2,500 (with certain exclusions), a \$15 annual small balance account fee will be deducted from your account; any applicable CDSC on the shares redeemed to pay the \$15 small balance account fee will be waived. For more information, see "Fees and Expenses" and the table captioned "Shareholder Fees" in this Prospectus, and "Purchase, Redemption and Pricing of Fund Shares – Small Balance Account Fee" in the Statement of Additional Information.

**LR0044**