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PRUDENTIAL PLC
Form 6-K
May 29, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of May, 2003

PRUDENTIAL PUBLIC LIMITED COMPANY

(Translation of registrant's name into English)

LAURENCE POUNTNEY HILL,
LONDON, EC4R 0HH, ENGLAND
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports
under cover Form 20-F or Form 40-F.

Form 20-F ☒ X Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒ X

If "Yes" is marked, indicate below the file number assigned to the registrant
in connection with Rule 12g3-2(b): 82-

Enclosures: Director Shareholding

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1. Name of company

Prudential plc

2. Name of director

Mark E Tucker

G Mark Wood

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3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest

Director's named above

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

BWCI Trust Company Limited

5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)

N/A

6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

Shares acquired by scrip dividend on Deferred Share Award under the Prudential Annual Incentive Plan

7. Number of shares / amount of stock acquired

Mark E Tucker - 3,334 shares
G Mark Wood - 273 shares

8. Percentage of issued class

Mark E Tucker - Less than 0.00017%
G Mark Wood - Less than 0.00002%

9. Number of shares/amount of stock disposed

N/A

10. Percentage of issued class

N/A

11. Class of security

Ordinary shares of 5p each

12. Price per share

GBP 3.948

13. Date of transaction

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28 May 2003

14. Date company informed

29 May 2003

15. Total holding following this notification

Mark E Tucker - 567,714 Prudential plc shares

G Mark Wood - 352,432 Prudential plc shares

16. Total percentage holding of issued class following this notification

Mark E Tucker - Less than 0.03%

G Mark Wood - Less than 0.02%

If a director has been granted options by the company please complete the following boxes.

17. Date of grant

N/A

18. Period during which or date on which exercisable

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of shares or debentures involved: class, number

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

N/A

22. Total number of shares or debentures over which options held following this notification

N/A

23. Any additional information

This scrip dividend relates to shares held in Trust under the Prudential Annual Incentive Plan

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24. Name of contact and telephone number for queries

Jennie Webb, 020 7548 6027

25. Name and signature of authorised company official responsible for making this notification

Robert Walker, Deputy Group Secretary, 020 7548 3804

Date of Notification

29 May 2003

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: 29 May 2003

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ Robert Walker

Robert Walker
Deputy Group Secretary