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PRUDENTIAL PLC
Form 6-K
March 31, 2004

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 March 2004

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 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

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

Kathleen O'Donovan, Robert Rowley, Bridget Macaskill, Alexander Stewart,
Lambertus Becht and Roberto Mendoza

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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

Directors 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)

Kathleen O'Donovan
Robert Rowley
Bridget Macaskill held in Giltspur Nominees Limited
Alexander Stewart
Lambertus Becht
Roberto Mendoza held in Strand Nominees 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

Acquisition of shares, agreed by UKLA, using agreed % of the quarterly payment of board and committee fees to the non-executive directors

7. Number of shares / amount of stock acquired

Kathleen O'Donovan	670 shares
Robert Rowley	670 shares
Bridget Macaskill	821 shares
Alexander Stewart	820 shares
Lambertus Becht	807 shares
Roberto Mendoza	670 shares

8. Percentage of issued class

Kathleen O'Donovan	0.0000333 %
Robert Rowley	0.0000333%
Bridget Macaskill	0.0000409%
Alexander Stewart	0.0000408 %
Lambertus Becht	0.0000402 %
Roberto Mendoza	0.0000333%

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

GBP4.53

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13. Date of transaction

31 March 2004

14. Date company informed

31 March 2004

15. Total holding following this notification

Kathleen O'Donovan (5,069 shares)
Robert Rowley (32,304 shares)
Bridget Macaskill (6,791 shares)
Alexander Stewart (19,285 shares)
Lambertus Becht (17,473 shares)
Roberto Mendoza (106,186 shares)

16. Total percentage holding of issued class following this notification

Kathleen O'Donovan	0.00025%
Robert Rowley	0.00161 %
Bridget Macaskill	0.00034 %
Alexander Stewart	0.00096%
Lambertus Becht	0.00087 %
Roberto Mendoza	0.00528%

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

N/A

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24. Name of contact and telephone number for queries

Gavin White, 020 7548 3423

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

John Price, Deputy Group Secretary, 020 7548 3805

Date of Notification

31 March 2004

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 31 March 2004

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ John Price
Deputy Group Secretary