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PRUDENTIAL PLC  
Form 6-K  
March 31, 2005

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, 2005

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, James Ross,  
Michael Garrett 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: registered in name of Giltspur Nominees Limited  
James Ross  
Michael Garrett  
Roberto Mendoza: registered in name of Goldman Sachs Securities (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 proportion of the quarterly payment of board and committee fees to the non-executive directors as set out in 7 below

7. Number of shares / amount of stock acquired

Kathleen O'Donovan	595 shares
Robert Rowley	595 shares
Bridget Macaskill	728 shares
James Ross	729 shares
Michael Garrett	729 shares
Roberto Mendoza	728 shares

8. Percentage of issued class

Kathleen O'Donovan less than 0.00003 %  
Robert Rowley less than 0.00003%  
Bridget Macaskill less than 0.00004%  
James Ross less than 0.00004 %  
Michael Garrett less than 0.00004 %  
Roberto Mendoza less than 0.00004%

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

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12. Price per share

GBP5.105

13. Date of transaction

31 March 2005

14. Date company informed

31 March 2005

15. Total holding following this notification

Kathleen O'Donovan 8,159 shares

Robert Rowley 41,564 shares

Bridget Macaskill 10,435 shares

James Ross 5,965 shares

Michael Garrett 11,820 shares

Roberto Mendoza 132,928 shares

16. Total percentage holding of issued class following this notification

Kathleen O'Donovan less than 0.0004%

Robert Rowley less than 0.002 %

Bridget Macaskill less than 0.0005 %

James Ross less than 0.0003%

Michael Garrett less than 0.0005 %

Roberto Mendoza less than 0.006%

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

Chris Barton, 020 7548 3423

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

Bob Walker, Deputy Group Secretary, 020 7548 3848

Date of Notification

31 March 2005

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, 2005

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ Robert Walker  
Deputy Group Secretary