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PRUDENTIAL PLC
Form 6-K
May 22, 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 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

22 May 2003

PRUDENTIAL PLC ANNOUNCEMENT

Schedule 11 - Notification of Interests of Directors and Connected Persons

No of Reports in announcement: 1

1. Name of director:

Alexander Stewart

2. Please state whether notification indicates that it is in respect of holding

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of the director named in 1 above or holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest:

Director named above

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

Gerrards Blue Chip PEP

4. Please state whether notification relates to a person(s) connected with the director named in 1 above and identify the connected person(s):

N/A

5. Please state the nature of the transaction. For PEP transactions please indicate whether general/single/Company on PEP and if discretionary/non-discretionary:

General Company PEP - discretionary

6. Number of shares/amount of stock acquired:

N/A

7. Percentage of issued class:

N/A

8. Number of shares/amount of stock disposed:

44 shares

9. Percentage of issued class:

Less than 0.000003%

10. Class of security:

Ordinary shares of 5p each

11. Price per share:

GBP 3.90

12. Date of transaction:

15 May 2003

13. Date company informed:

22 May 2003

14. Total holding following this transaction:

15,831 shares

15. Total percentage holding of issued class following this notification:

Less than 0.0008%

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If a director has been granted options by the company, please complete the following fields:

16. Date of grant:

N/A

17. Period during which or date on which exercisable:

N/A

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

N/A

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

N/A

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

N/A

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

N/A

Additional information:

The Director was informed on 22 May 2003 that a disposal of 44 Prudential shares had been made from his Discretionary Managed PEP.

-ENDS-

Contact name for Enquiries

Gavin White, 0207 548 3423

Company official responsible for making notification

Bob Walker, Deputy Group Secretary

020 7548 3804

Date of Notification

22 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.

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Date May 22, 2003

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ Robert Walker

Robert Walker
Deputy Group Secretary