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PRUDENTIAL PLC
Form 6-K
August 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 August 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

PRUDENTIAL PLC ANNOUNCEMENT

Schedule 11 - Notification of Interests of Directors and Connected Persons

No of Reports in announcement: 1

1. Name of director:

Michael McLintock

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):

Michael McLintock

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:

Exercise of option under the M&G SAYE Option Scheme (Prudential plc)

6. Number of shares/amount of stock acquired:

4,538 shares

7. Percentage of issued class:

Less than 0.0003%

8. Number of shares/amount of stock disposed:

N/A

9. Percentage of issued class:

N/A

10. Class of security:

Shares of 5p each

11. Price per share:

GBP3.799

12. Date of transaction:

21 August 2003

13. Date company informed:

21 August 2003

14. Total holding following this transaction:

145,866 shares

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

Less than 0.008%

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

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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:

-ENDS-

Contact name for Enquiries

Jennie Webb
020 7548 6027

Company official responsible for making notification

John Price, Deputy Group Secretary
020 7548 3805

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 22 August, 2003

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ John Price

John Price
Deputy Group Secretary