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PRUDENTIAL PLC  
Form 6-K  
December 23, 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 December, 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 announcement released on 23 December 2004

23 December 2004

PRUDENTIAL PLC ANNOUNCEMENT

Schedule 11 - Notification of Interests of Directors and Connected Persons

Holder in Prudential plc

No of Reports in announcement:

1. Name of director:

Jonathan Bloomer, Philip Broadley, Mark Norbom, Michael McLintock, G Mark  
Wood, Clark Manning

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

Directors 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):

BWCI Trust Company Limited

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:

Further to the Rights Issue announcement on 19 October 2004 the following adjustments have been made to conditional awards held under the rules of the Prudential Restricted Share Plan, deferred share awards made under the Annual Incentive Plan, an award of shares under the Prudential On Appointment Share Award and options held under the Restricted Share Plan and the Prudential Savings-Related Share Option Scheme - See additional information

6. Number of shares/amount of stock acquired:

See additional information

7. Percentage of issued class:

See additional information

8. Number of shares/amount of stock disposed:

N/A

9. Percentage of issued class:

N/A

10. Class of security:

Ordinary shares of 5p each in Prudential plc

11. Price per share:

N/A

12. Date of transaction:

N/A

13. Date company informed:

22 December 2004

14. Total holding following this transaction:

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See additional information

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

See additional information

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:

Jonathan Bloomer

Conditional awards held under the Prudential Restricted Share Plan

Award Date	Original Award	Rights	Issue Adjustment	Award a
2 April 2002	177,110	8,693		185,803
2 April 2003	266,527	13,083		279,610
2 April 2004	401,708	19,718		421,426

Options held under the Prudential Restricted Share Plan

Date of Grant	Original Options Granted	Rights	Issue Adjustment	Options
17 March 2000	56,859	2,791		59,650
2 April 2001	38,581	1,893		40,474
15 March 2002	8,170	401		8,571

Number of shares acquired: 46,579

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Percentage of Issued Capital: Less than 0.002%

Total shareholding following this transaction: 1,714,918

Percentage of Issued Capital: Less than 0.08%

Philip Broadley

Conditional awards held under the Prudential Restricted Share Plan

Award Date	Original Award	Rights Issue Adjustment	Award a
2 April 2002	85,990	4,220	90,210
2 April 2003	127,653	6,266	133,919
2 April 2004	200,854	9,859	210,713

Deferred Share Award under the Prudential Annual Incentive Plan

Award Date	Original Award and accumulated dividends	Rights Issue Adjustment	Award
9 March 2004	5,755	278	6,033

Number of shares acquired: 20,623

Percentage of Issued Capital: Less than 0.0009%

Total shareholding following this transaction: 464,396

Percentage of Issued Capital: Less than 0.02%

Clark Manning

Conditional awards held under the Prudential Restricted Share Plan

Award Date	Original Award	Rights Issue Adjustment	Award a
2 April 2002	107,086	5,256	112,342
2 April 2003	141,874	6,964	148,838
2 April 2004	186,995	9,179	196,174

Number of shares acquired: 21,399

Percentage of Issued Capital: Less than 0.001%

Total shareholding following this transaction: 481,517

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Percentage of Issued Capital: Less than 0.03%

Michael McLintock

Conditional awards held under the Prudential Restricted Share Plan

Award Date	Original Award	Rights Issue Adjustment	Award a
2 April 2002	30,292	1,486	31,778
2 April 2003	43,486	2,134	45,620
2 April 2004	64,274	3,155	67,429

Deferred Share Award under the Prudential Annual Incentive Plan

Award Date	Original Award and accumulated dividends	Rights Issue Adjustment	Award
9 March 2004	51,446	2,492	53,938

Number of shares acquired: 9,267

Percentage of Issued Capital: Less than 0.0004%

Total shareholding following this transaction: 254,452

Percentage of Issued Capital: Less than 0.02%

Mark Norbom

Conditional awards held under the Prudential Restricted Share Plan

Award Date	Original Award	Rights Issue Adjustment	Award a
2 April 2004	190,811	9,366	200,177

Award of shares under the Prudential on appointment share award

Award Date	Original Award	Rights Issue Adjustment	Award a
3 September 2004	14,622	717	15,339
3 September 2004	14,622	717	15,339
3 September 2004	85,173	4,180	89,353
3 September 2004	30,118	1,478	31,596
3 September 2004	14,622	717	15,339
3 September 2004	395,417	19,409	414,826

Number of shares acquired: 36,584

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Percentage of Issued Capital: Less than 0.002%

Total shareholding following this transaction: 783,235

Percentage of Issued Capital: Less than 0.04%

G Mark Wood

Conditional awards held under the Prudential Restricted Share Plan

Award Date	Original Award	Rights Issue Adjustment	Award a
2 April 2002	87,994	4,316	92,260
2 April 2003	131,861	6,472	138,333
2 April 2004	200,854	9,859	210,713

Deferred Share Award under the Prudential Annual Incentive Plan

Award Date	Original Award and accumulated Rights Issue Adjustment dividends	Award
22 March 2002	6,919	7,253

Number of shares acquired: 20,981

Percentage of Issued Capital: Less than 0.0009%

Total shareholding following this transaction: 598,527

Percentage of Issued Capital: Less than 0.03%

Rights Issue Adjustments to Options granted under the Prudential Savings-Related Option Scheme

Director	Date of Grant	Options originally Granted	Rights Issue Adjustment
Jonathan Bloomer	26 April 2000	2,247	110
Philip Broadley	15 April 2004	2,589	127
Michael McLintock	17 April 2003	5,866	287
G Mark Wood	4 October 2001	2,835	139

-ENDS-

Contact name for Enquiries

Jennie Webb  
020 7548 2027

Company official responsible for making notification

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Bob Walker, Deputy Group Secretary  
020 7548 3848

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: 23 December 2004

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ Robert Walker

Robert Walker  
Deputy Group Secretary