

PRUDENTIAL PLC  
Form 6-K  
December 31, 2002

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**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, 2002

**PRUDENTIAL PUBLIC LIMITED COMPANY**

(Translation of registrant's name into English)

LAURENCE POUNTNEY HILL,  
LONDON, EC4R OHH, 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-\_\_\_\_\_

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Enclosures:

Notification of Interests of Directors of Prudential plc.

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**PRUDENTIAL PLC ANNOUNCEMENT**

**Schedule 11 Notification of Interests of Directors and Connected Persons**

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1. Name of company  
  
Prudential plc
2. Name of director  
  
Sir David Barnes, Robert Rowley, Julia Ann Burdus, Alexander Stewart, Roberto Mendoza and Lambertus Becht
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)  
  
Sir David Barnes  
Robert Rowley  
Julia Ann Burdus  
Alexander Stewart  
Roberto Mendoza  
Lambertus Becht
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  
  
Sir David Barnes 682 shares  
Robert Rowley 1,042 shares  
Julia Ann Burdus 853 shares  
Alexander Stewart 853 shares  
Roberto Mendoza 852 shares  
Lambertus Becht 853 shares
8. Percentage of issued class  
  
Sir David Barnes 0.00003%  
Robert Rowley 0.00005%  
Julia Ann Burdus 0.00004%  
Alexander Stewart 0.00004%  
Roberto Mendoza 0.00004%  
Lambertus Becht 0.00004%

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9. Number of shares/amount of stock disposed

N/A

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10. Percentage of issued class

N/A

11. Class of security

Ordinary Shares of 5p each

12. Price per share

£4.36

13. Date of transaction

31 December 2002

14. Date company informed

31 December 2002

15. Total holding following this notification

Sir David Barnes (7,081 shares)  
Robert Rowley (26,677 shares)  
Julia Ann Burdus (6,719 shares)  
Alexander Stewart (14,722 shares)  
Roberto Mendoza (45,933 shares)  
Lambertus Becht (12,297 shares)

16. Total percentage holding of issued class following this notification

Sir David Barnes 0.0003%  
Robert Rowley 0.001%  
Julia Ann Burdus 0.0003%  
Alexander Stewart 0.0007%  
Roberto Mendoza 0.002%  
Lambertus Becht 0.0006%

**If a director has been granted options by the company please complete the following boxes.**

17. Date of grant

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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

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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

24.

Name of contact and telephone number for queries

Trish Standaloft, 020 7548 3807

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 December 2002

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**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 December 2002

PRUDENTIAL PUBLIC LIMITED COMPANY

By:                     /s/ JOHN PRICE

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John Price  
*Deputy Group Secretary*

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