

PRUDENTIAL PLC  
Form 6-K  
May 31, 2011

# **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, 2011**

# **PRUDENTIAL PUBLIC LIMITED COMPANY**

**(Translation of registrant's name into English)**

**LAURENCE POUNTNEY HILL,**

**LONDON, EC4R 0HH, ENGLAND**

**(Address of principal executive offices)**

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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-

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: May 31, 2011

PRUDENTIAL PUBLIC LIMITED COMPANY

By: /s/ Clive Burns  
Clive Burns  
Head of Group Secretariat

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS / PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

1. Name of the *issuer*

**Prudential plc**

2. State whether the notification relates to (i) a transaction notified in accordance with *DTR 3.1.2R*; (ii) a disclosure made in accordance LR 9.8.6R(1); or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006)

(i)

3. Name of *person discharging managerial responsibilities/director*

**M Coltman, R Devey, J Foley, P Goerke, M McLintock, J Murray, N Nicandrou, B Stowe, T Thiam, M Wells**

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

**Relates to persons named in 3 above**

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

**Relates to persons named in 3 above**

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

**Ordinary shares of 5p each**

**American Depository Receipts (ADRs) - representing a ratio 1 ADR equals 2 ordinary shares**

7. Name of registered shareholder(s) and, if more than one, the number of *shares* held by each of them

**BWCI Trust Company Limited**

8. State the nature of the transaction

**Awards given under the Prudential Group Performance Share Plan and Prudential Business Unit Performance Plan, see section 9.**

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

**M Coltman**

**Prudential Group Performance Share Plan - 67,578 ordinary shares**

**R Devey**

**Prudential Group Performance Share Plan - 76,242 ordinary shares**

**Prudential Business Unit Performance Plan - 76,242 ordinary shares**

**J Foley**

**Prudential Group Performance Share Plan - 152,484 ordinary shares**

**P Goerke**

**Prudential Group Performance Share Plan - 107,570 ordinary shares**

**M McLintock**

**- Prudential Group Performance Share Plan - 48,517 ordinary shares**

**J Murray**

**- Prudential Group Performance Share Plan - 68,756 ordinary shares**

**N Nicandrou**

**- Prudential Group Performance Share Plan - 152,484 ordinary shares**

**B Stowe**

**- Prudential Group Performance Share Plan - 44,135 American Depositary Receipts (ADRs) representing 88,270 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)**

**- Prudential Business Unit Performance Plan - 44,135 American Depositary Receipts (ADRs) representing 88,270 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)**

**T Thiam**

**- Prudential Group Performance Share Plan - 374,279 ordinary shares**

**M Wells**

**- Prudential Group Performance Share Plan - 98,824 American Depositary Receipts (ADRs) representing 197,648 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)**

**- Prudential Business Unit Performance Plan - 98,824 American Depositary Receipts (ADRs) representing 197,648 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)**

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

**M Coltman, less than 0.003%**

**R Devey, less than 0.006%**

**J Foley, less than 0.006%**

**P Goerke, less than 0.005%**

**M McLintock, less than 0.002%**

**J Murray, less than 0.003%**

**N Nicandrou, less than 0.006%**

**B Stowe, less than 0.007%**

**T Thiam, less than 0.02%**

**M Wells, less than 0.02%**

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed  
N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)  
N/A

13. Price per *share* or value of transaction  
**2011 share awards £7.213864**

**2011 ADR awards US\$23.27364**

14. Date and place of transaction  
**London and New York, 27 May 2011**

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

**M Coltman - 183,415 ordinary shares, less than 0.008%**

**R Devey - 725,705 ordinary shares, less than 0.03%**

**J Foley - 687,870 ordinary shares, less than 0.03%**

**P Goerke - 107,570 ordinary shares, less than 0.005%**

**M McLintock - 911,516 ordinary shares, less than 0.04%**

**J Murray - 68,756 ordinary shares, less than 0.003%**

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**N Nicandrou - 841,738 ordinary shares, less than 0.04%**

**B Stowe - 1,193,121 ordinary shares, less than 0.05%**

**T Thiam - 1,817,526 ordinary shares, less than 0.08%**

**M Wells - 1,098,168 ordinary shares, less than 0.05%**



16. Date issuer informed of transaction  
**27 May 2011**

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17. Date of grant  
**N/A**

18. Period during which or date on which it can be exercised  
**N/A**

19. Total amount paid (if any) for grant of the option  
**N/A**

20. Description of *shares* or debentures involved (*class* and number)  
**N/A**

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise  
**N/A**

22. Total number of *shares* or debentures over which options held following notification  
**N/A**

23. Any additional information  
**N/A**

24. Name of contact and telephone number for queries  
**Jennie Webb, Share Plans Adviser, 020 7548 2027**

Name of duly authorised officer of *issuer* responsible for making notification

**Clive Burns, Head of Group Secretariat, 020 7548 3805**

Date of notification

**31 May 2011**

**Prudential plc is not affiliated in any manner with Prudential Financial Inc, a company whose principal place of business is in the United States of America**

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**Notes:** This form is intended for use by an *issuer* to make an *RIS* notification required by *DR 3.3*.

- (1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.
- (2) An *issuer* making a notification in respect of a derivative relating the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8,13, 14, 16, 23 and 24.
- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

END