

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **2009-01-26** | Period of Report: **2008-10-31**
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FILER

DRYDEN TAX-MANAGED FUNDS

CIK: **1070287** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1031**
Type: **24F-2NT** | Act: **33** | File No.: **333-66895** | Film No.: **09545150**

Mailing Address
GATEWAY CENTER 3 4TH
FLOOR
100 MULBERRY ST
NEWARK NJ 07102-4077

Business Address
GATEWAY CENTER 3 4TH
FLOOR
100 MULBERRY ST
NEWARK NJ 07102-4077
9738026469

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 24F-2

ANNUAL NOTICE OF SECURITIES SOLD PURSUANT TO RULE 24F-2

READ INSTRUCTIONS AT END OF FORM BEFORE PREPARING FORM.

1. Name and address of issuer:

Dryden Tax-Managed Funds
100 Mulberry Street
Gateway Center Three
Newark, New Jersey 07102-4077

2. The name of each series or class of securities for which this Form is filed
(If the Form is being filed for all series and classes of securities of the issuer, check the box but do not list series or classes): [x]

3. Investment Company Act File Number: 811-09101

Securities Act File Number: 33-66895

4. (a) Last day of fiscal year for which this Form is filed:
October 31, 2008

(b) Check box if this Form is being filed late (i.e., more than 90 calendar days after the end of the issuer's fiscal year).
(See Instruction A.2)

NOTE: IF THE FORM IS BEING FILED LATE, INTEREST MUST BE PAID ON THE REGISTRATION FEE DUE.

(c) Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f): \$58,161,382

(ii) Aggregate price of \$69,620,770

securities redeemed or repurchased during the fiscal year:

- (iii) Aggregate price of securities redeemed or repurchased during any PRIOR fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission: \$145,990,038
- (iv) Total available redemption credits [add items 5(ii) and 5(iii)]: \$215,610,808
- (v) Net sales -- if item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(I)]: \$0
- (vi) Redemption credits available for use in future years -- if Item 5(i) is less than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]: \$(157,449,426)
- (vii) Multiplier for determining registration fee (See Instruction C.9): x 0.0000393
- (viii) Registration fee due [multiply Item 5(v) by Item 5(vii)] (enter "0" if no fee is due): = \$0

6. Prepaid Shares

If the response to Item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before October 11, 1997, then report the amount of securities (number of shares or other units) deducted here: 0. If there is a number of shares or other units that were registered pursuant to rule 24e-2

remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: 0.

7. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (see Instruction D): \$0
8. Total of the amount of the registration fee due plus any interest due [Item 5(viii) plus Item 7]: = \$0
9. Date the registration fee and any interest payment was sent to the Commission's lockbox depository: N/A

Method of Delivery: N/A

- Wire Transfer
 Mail or other means

SIGNATURES

This report has been signed below by the following persons on behalf of the Issuer and in the capacities and on the dates indicated.

By: (Signature and Title)

Very truly yours,
/s/_Grace C. Torres
Grace C. Torres
Treasurer

Date: January 26, 2009

Dryden Large Cap Core Equity Fund, Inc.
Gateway Center Three
100 Mulberry Street, 9th Floor
Newark, NJ 07102-4077

January 26, 2009

Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

Re: Rule 24f-2 Notice for Dryden Large Cap
Core Equity Fund, Inc.

File Nos. 33-66895 and 811-09101

On behalf of the Dryden Large Cap Core
Equity Fund, Inc. enclosed for filing under
the Investment Company Act of 1940 is one
copy of the Rule 24f-2 Notice. This document
has been filed using the EDGAR system.
Should you have any questions, please contact
me at (973) 367-7503.

Very truly
yours,
/s/_Grace C.

Torres
Grace C. Torres

Treasurer