

PEARSON PLC  
Form 6-K  
May 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2008

**PEARSON plc**  
(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

**80 Strand  
London, England WC2R 0RL  
44-20-7010-2000**  
(Address of principal executive office)

Indicate by check mark whether the Registrant files or will file annual reports  
under cover of Form 20-F or Form 40-F:

Form 20-F  X

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  X

This Report includes the following documents:

1. A press release from Pearson plc announcing Director/PDMR Shareholding

**notification of transactions of directors, persons**

**discharging managerial responsibility or connected persons**

This form is intended for use by an

*issuer*

to make a

*RIS*

notification required by

*DR*

3.14R(1).

(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*

Edgar Filing: PEARSON PLC - Form 6-K

(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24. Please complete all relevant boxes should in block capital letters.

- |   |   |
|---|---|
| <p>1. Name of the <i>issuer</i><br/><b>PEARSON PLC</b></p>  | <p>2. State whether the notification relates to (i) a transaction notified in accordance with <i>DR</i> 3.1.4R(1)(a) (ii) <i>DR</i> 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or</p> <p style="text-align: center;">• both (i) and (ii)</p> |
| <p>3. Name of <i>person discharging managerial responsibilities/director</i><br/><b>ROBIN FREESTONE</b></p>   | <p>4. State whether notification relates to a <i>person</i> connected with a <i>person discharging managerial responsibilities/director</i> named in 3 and identify the <i>connected person</i><br/><b>N/A</b></p>  |
| <p>5. Indicate whether the notification is in respect of a holding of the <i>person</i> referred to in 3 or 4 above or in respect of a non-beneficial interest<sup>1</sup><br/><b>HOLDING</b></p> | <p>Description of <i>shares</i> (including <i>class</i>), debentures or derivatives or financial instruments relating to <i>shares</i><br/><b>ORDINARY 25P EACH</b></p>   |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them<br/><b>ROBIN FREESTONE</b></p>  | <p>8. State the nature of the transaction<br/><b>AWARD OF 1,757 OPTIONS UNDER THE COMPANY'S WORLDWIDE SAVE FOR SHARES PLAN</b></p>  |
| <p>9. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> acquired<br/><b>N/A</b></p>  | <p>10. Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)<br/><b>N/A</b></p>  |
| <p>11. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> disposed<br/><b>N/A</b></p>   | <p>12. Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i></p>   |

- |  |  |
|--|--|
|  | should not be taken into account when calculating percentage)<br>N/A |
| 13. Price per share or value of transaction<br>N/A   | 14. Date and place of transaction<br>N/A                             |
| 15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)<br>N/A | 16. Date issuer informed of transaction<br>N/A                       |

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

- |  |  |
|--|--|
| 17. Date of grant<br><b>9<br/>MAY 200<br/>8</b>  | 18. Period during which or date on which it can be exercised<br><b>1<br/>1<br/>- 31 JANUARY 201<br/>2</b>                              |
| 19. Total amount paid (if any) for grant of the option<br><b>NIL</b>   | 20. Description of shares or debentures involved (class and number)<br><b>1,757<br/>OPTIONS OVER ORDINARY<br/>SHARES OF 25P EACH</b>   |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise<br><b>534.80P</b> | 22. Total number of shares or debentures over which options held following notification<br><b>3,623</b>                                |
| 23. Any additional information<br>N/A  | 24. Name of contact and telephone number for queries:<br><b>STEPHEN JONES<br/>,<br/>DEPUTY<br/>SECRETARY<br/>, 020 7010 2257<br/>.</b> |

Name and signature of duly authorised officer of  
*issuer*

responsible for making notification

**STEPHEN JONES**

**DEPUTY**

**SECRETARY**

---

Date of notification

—

—  
**12**

**MAY 200**

**8**

---

**SIGNATURE**

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.

PEARSON plc

Date: 12 May 2008

By: /s/ STEPHEN JONES

-----  
Stephen Jones  
Deputy Secretary