

PEARSON PLC
Form 6-K
June 01, 2009

**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 June 2009

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

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

(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>
PEARSON PLC</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>
SUSAN FUHRMAN</p> | <p>BOTH (i) AND (ii)</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>
N/A</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
¹
HOLDING</p> | <p>Description of
<i>shares</i>
(including
<i>class</i>
) , debentures or derivatives or financial instruments relating to
<i>shares</i>
AMERICAN DEPOSITARY RECEIPTS</p> |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of
<i>shares</i>
held by each of them</p> | <p>8. State the nature of the transaction
REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</p> |

SUSAN FUHRMAN

- | | |
|---|--|
| <p>9. Number of
<i>shares</i>
, debentures or financial instruments relating to
<i>shares</i>
acquired
241</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)
0.00003
%</p> |
| <p>11. Number of
<i>shares</i>
, debentures or financial instruments relating to
<i>shares</i>
disposed
N/A</p> | <p>12. Percentage of issued
<i>class</i>
disposed (
<i>treasury shares</i>
of that
<i>class</i>
should not be taken into account when calculating
percentage)
N/A</p> |
| <p>13. Price per
<i>share</i>
or value of transaction
\$11.1232</p> | <p>14. Date and place of transaction
19
MAY 2009
LONDON</p> |
| <p>15. Total holding following notification and total
percentage holding following notification (any
<i>treasury shares</i>
should not be taken into account when
calculating percentage)
8,036 0.00099%</p> | <p>16. Date issuer informed of transaction
29
MAY 2009</p> |

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

- | | |
|--|--|
| <p>17. Date of grant
N/A</p> | <p>18. Period during which or date on which it can
be exercised
N/A</p> |
| <p>19. Total amount paid (if any) for grant of the option
N/A</p> | <p>20. Description of
<i>shares</i>
or debentures involved (
<i>class</i>
and number)
N/A</p> |
| <p>21. Exercise price (if fixed at time of grant) or indication that price is
to be fixed at the time of exercise
N/A</p> | <p>22. Total number of
<i>shares</i></p> |

23. Any additional information
N/A

or debentures over which options held
following notification
N/A
24. Name of contact and telephone number for
queries:
JENNIFER BRAUNHOFER
, ASSISTANT COMPANY
SECRETARY, 020 7010 2256.

Name and signature of duly authorised officer of
issuer
responsible for making notification
JENNIFER B
RAUNHOFER
ASSISTANT COMPANY SECRETARY

Date of notification

—
—
1 JUNE
2009

notification of transactions of directors, persons

discharging managerial responsibility or connected persons

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RIS
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3.14R(1).

(1)
An
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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.
 Please complete all relevant boxes should in block capital letters.

- | | |
|---|--|
| <p>1. Name of the
 <i>issuer</i>
 PEARSON PLC</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>
 MARJORIE SCARDINO</p> | <p>BOTH (i) AND (ii)</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>
 N/A</p> |
| <p>5. Indicate whether the notification is in respect of a
 holding of the</p> | <p>Description of
 <i>shares</i></p> |

person
referred to in 3 or 4 above or in respect of a
non-beneficial interest
¹
HOLDING

(including
class
, debentures or derivatives or financial instruments relating
to
shares

AMERICAN DEPOSITARY RECEIPTS

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

8. State the nature of the transaction
**REINVESTMENT OF DIVIDEND UNDER
COMPANY'S
EMPLOYEE STOCK PURCHASE PLAN**

9. Number of
shares
, debentures or financial instruments relating to
shares
acquired
365

10. Percentage of issued
class
acquired (
treasury shares
of that
class
should not be taken into account when calculating
percentage)
0
.00005
%

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
\$10.7588

14. Date and place of transaction
18
MAY 2009
LONDON

15. Total holding following notification and total
percentage holding following notification (any
treasury shares
should not be taken into account when
calculating percentage)
631,116 **0.07793%**

16. Date issuer informed of transaction
29
MAY 2009

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

17. Date of grant

18.

N/A

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:

**JENNIFER BRAUNHOFER
, ASSISTANT COMPANY
SECRETARY, 020 7010 2256.**

Name and signature of duly authorised officer of
issuer

responsible for making notification

JENNIFER B

RAUNHOFER

ASSISTANT COMPANY SECRETARY

Date of notification

—

**1 JUNE
2009**

SIGNATURE

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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: 01 June, 2009

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary